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SAN FRANCISCO
PORT COMMISSION

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REGULAR MEETING
4:00 P.M., TUESDAY, NOVEMBER 13, 2001
BAYSIDE CONFERENCE ROOM
PIER 1, SAN FRANCISCO, CA 94111

AGENDA

1. **ROLL CALL**

2. **APPROVAL OF MINUTES** - October 23, 2001 Regular Meeting

3. **EXECUTIVE**

   A. Executive Director's Report

4. **MARITIME**

   A. Request for authorization to accept and expend $95,000.00 in grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund in order to remove abandoned recreational watercraft along the Port of San Francisco waterfront. (Resolution No. 01-83) (Staff report provided to the Commission.)

5. **ENGINEERING & MAINTENANCE**

   A. Request for authorization to execute second amendment to San Francisco Port Management Consultants (SFPMC) contract for professional services in the amount of $95,635.00 to support the Downtown Ferry Terminal Project. (Resolution No. 01-84) (Staff report provided to the Commission.)

6. **PLANNING & DEVELOPMENT**

   A. Informational Presentation by San Francisco Waterfront Partners LLC of Mixed-Use Preservation Project at Piers 1½ -5 (No Action Required). (Staff report provided to the Commission.)

   B. Request for authorization to apply for, accept and expend $200,000 in grant funds from the California Transportation Commission for the Downtown Ferry Terminal Public Pier project. (Resolution No. 01-85) (Staff report provided to the Commission.)

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C. Request for authorization to apply for, accept and expend $250,000 in grant funds from the California Transportation Commission for the Brannan Street Wharf Final Design. (Resolution No. 01-86) (Staff report provided to the Commission.)

D. Informational Briefing on the Central Waterfront Historic Resources Survey. (Staff report provided to the Commission.)

7. NEW BUSINESS/PUBLIC COMMENT

Public comment is permitted on any matter within Port jurisdiction and is not limited to agenda items. Public comment on non-agenda items may be raised during New Business/Public Comment. A member of the public has up to three minutes to make pertinent public comments before action is taken on any agenda item and during the new business/public comment period. It is strongly recommended that public comments be submitted in writing so they can be distributed to all Commissioners for review. Please fill out a speaker card and hand it to the Commission Secretary. If you have any question regarding the agenda, please contact the Commission Secretary at 274-0406.

8. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

B. CLOSED SESSION

(1) CONFERENCE WITH LEGAL COUNSEL REGARDING EXISTING LITIGATION MATTERS (DISCUSSION ITEMS):

a. Discuss existing litigation matters pursuant to subdivisions (a) and (d) of the California Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d) (3 cases).

- As Plaintiff: CCSF v. Commonwealth Ins. Co. , et al., Santa Clara Superior Court Case No. CV 794046. Action filed October 22, 1999.
- As Defendant: F. Alioto Company, Inc. et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 318360. Action filed January 25, 2001.
- As Defendant: Lolman Enterprises, Inc., et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 325033. Action filed September 28, 2001.

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION (DISCUSSION ITEM):

One Case: On January 13, 2001, the Port sold its drydock facility, known as Drydock #1, to a purchaser. Subsequent to the sale, the purchaser filed a claim, alleging that the Port failed to disclose material facts concerning the drydock, and claiming damages in excess of $191,000. The Port has denied the claim, and has agreed to submit the matter to non-binding mediation.

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(3) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Pier 27-31
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*The Mills Corporation: Steven J. Jacobsen

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 27-31.

b. Property: Bryant Street Pier
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*San Francisco Cruise Terminal LLC: Glen Elkington

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at the Bryant Street Pier.

c. Property: Pier 7
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Waterfront Restaurant: Al Falchi

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 7.

d. Property: Pier 23
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Pier 23 Café: Flicka McGurrin

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 23.

9. RECONVENE IN OPEN SESSION

A. Possible report on actions taken in closed session pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

10. ADJOURNMENT

Staff Reports: Explanatory Documents available to the public are posted on the Port's Website at www.sfport.com.

NOVEMBER/DECEMBER 2001
CALENDAR OF UPCOMING PORT MEETINGS - OPEN TO THE PUBLIC

Date	Time	Group	Location
November 13	4:00 p.m.	Port Commission	Bayside Conference Room @ Pier 1
December 11	4:00 p.m.	Port Commission	Bayside Conference Room @ Pier 1

NOTES:
The San Francisco Port Commission meets regularly on the 2nd and 4th Tuesday of the month at 4:00 p.m., unless otherwise noticed, in the Bayside Conference Room @ Pier 1. Contact Amy Quesada at 274-0406 to be placed on the mailing list for Commission meeting agenda. ***The Commission Agenda and staff reports are also posted on the Port's Website @ www.sfport.com.***

The Fisherman's Wharf Waterfront Advisory Group meets regularly on the 3rd Tuesday of the month. The regular meeting time and place is 9:00 a.m. at Scoma's Restaurant, Pier 47 at Fisherman's Wharf. Contact Person: Kirk Bennett @ 274-0545.

The Maritime Commerce Advisory Committee (MCAC) meets every second Wednesday of the month from 11:30 a.m. to 1:30 p.m. in the Bayside Conference Room @ Pier 1, except for the meeting in August which would be held on August 1st. Contact Person: Jill Simpson @ 274-0519.

The Mission Bay CAC meets regularly on the 2nd Thursday of the month, from 5:00 to 7:00 p.m. at the Mission Bay Visitor Center (255 Channel Street). Please contact Tiffany Bohee at 749-2481 for more information.

The Northeast Waterfront Advisory Group meets regularly on the 1st Wednesday of the month at 4:00 p.m. in the Bayside Conference Room @ Pier 1. Contact Person: Kirk Bennett @ 274-0545.

The Pier 70 Advisory Group meets monthly on an as-needed basis generally on the 2nd Wednesday of the month from 4 to 6 p.m. at the Potrero Campus of the California College of Arts and Crafts, Board Room, 1111 – 8th Street between Irvin and Hooper. Contact Person: Mark Paez @ 705-8674.

The Rincon Point-South Beach CAC meets regularly on the 3rd Monday of the month, from 5:00-7:00 p.m. at the South Beach Yacht Club (Pier 40 on The Embarcadero). Please contact Tiffany Bohee at 749-2481 or 749-2400 for more information.

The Southern Waterfront Advisory Committee (SWAC) meets every 4th Monday of the month. Location to be determined. Contact Person: Diane Oshima @ 274-0553.

The Waterfront Design Advisory Committee meets the 3rd Tuesday of the month from 11 a.m. to 1 p.m. in the Bayside Conference Room @ Pier 1. Contact Person: Dan Hodapp @ 274-0625.

Port Website: Check out the Port's Website at **www.sfport.com.**

ACCESSIBLE MEETING INFORMATION

Getting to Pier 1:
Pier 1 on the Embarcadero, at the foot of Washington St. The Embarcadero Station is the closest BART and MUNI Metro stop, located below Market St. at Drumm & Spear Streets. The nearest F-Line streetcar stop is on the Embarcadero at Washington St. MUNI bus lines serving the Pier 1 area are the 9, 31, 32 and 71. For more information about MUNI accessible services, call (415) 923-6142.

The nearest accessible parking is provided in the following off-street pay lots:
A) 1 space in the surface lot on the west side of the Embarcadero at Washington St.
B) 3 spaces in the Pier 1/2 lot, located on the east side of the Embarcadero between the Ferry Building and Pier 1. During business hours this lot is operated by valets
C) Hourly and valet parking in the Pier 3 lot. This lot is accessed through the Pier 3 bulkhead building entrance on the east side of the Embarcadero. This lot is located on the pier deck; adjacent to the ferry boat Santa Rosa.

Additional covered accessible off-street pay parking is available in the Golden Gateway Garage, which is bounded by Washington, Clay, Drumm and Battery Streets. Entrance is on Clay St. between Battery and Front Streets. There is no high-top van parking.

Metered street parking is available on the Embarcadero, Washington St. and Drumm St.

Pier 1:
The Port's fully accessible offices are in the west end of Pier 1. There are two public entrances; the main entrance on the west (Embarcadero), and the Port History walk entrance on the south apron. Each of these entrances is provided with an automatically operated door. Both entrances lead to the Commission Bayside meeting room. Accessible public restrooms, drinking fountains, payphone and TTY are on the first floor near the main entrance. The public spaces of the Port's offices are equipped with remote infrared signage (Talking Signs) identifying all primary entrances, paths of travel, meeting rooms and amenities. Accessible seating areas and assistive listening devices will be available in the Commission meeting room.

Accessible meeting information policy:
In order to assist the City's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City to accommodate these individuals.

A sign language interpreter and alternative format copies of meeting agendas and other materials can be provided upon request made at least 72 hours in advance of any scheduled meeting. Contact Kevin Jensen, ADA Coordinator, at 274-0555. The Port's TTY number is (415) 274-0587.

Know Your Rights Under the Sunshine Ordinance. Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review. For more information on your rights under the Sunshine Ordinance (Chapter 67 of the San Francisco Administrative Code) or to report a violation of the ordinance, please contact Donna Hall, Administrator at 554-7724; fax 554-5163; e-mail address Donna_Hall@ci.sf.ca.us; City Hall, Room 244, One Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689. Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Ordinance Task Force, the San Francisco Public Library and on the City's Website at www.ci.sf.ca.us/bdsupvrs/sunshine.

San Francisco Lobbyist Ordinance. Attention: Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance (SF Admin. Code 16.520 – 16.534) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 1390 Market Street, #701, San Francisco, CA 94102, phone (415) 554-9510 or fax (415) 703-0121 and web site http://www.ci.sf.ca.us/ethics/.

CITY & COUNTY OF SAN FRANCISCO
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MINUTES OF THE REGULAR MEETING
OCTOBER 23, 2001

1. ROLL CALL

Commission President Kimberly Brandon called the meeting to order at 4:05 p.m. The following Commissioners were present: Kimberly Brandon, Brian McWilliams, Denise McCarthy, Michael Hardeman, and Pius Lee.

2. NEW BUSINESS/PUBLIC COMMENT

Nan Roth requested the Commission for an extension of time to review the Pier 27-31 proposal.

Commissioner Lee indicated that in the Mayor's State of the City Address, the Mayor spoke about reducing overtime expenses. He was made aware that staff attending the Commission meeting is being paid overtime. He suggested that the department heads should make the presentation on behalf of staff to cut down on overtime expenses. He also suggested that perhaps the executive session should be heard at the beginning of the meeting instead of at the end. A policy should be established to cut down on overtime expenses.

Commissioner Brandon indicated that the Commission, at this time, could not formally set a policy but rather request the Executive Director to present to the Commission the staff's overtime expenses.

Commissioner McWilliams commented that very often staff involved in the projects has the information on particular issues and the knowledge of negotiations, not the department heads. He often relies and interacts with those individuals who do the work. He does not believe that having the department heads present the items, on behalf of staff, is a good idea. He asked the Executive Director to come up with a resolution on this item.

Legal Counsel Noreen Ambrose reminded the Commission that this item is not on the calendar and therefore the Commission could not engage in further discussions. She suggested that the Commission direct staff to look into this matter.

Commissioner Brandon requested staff to present to the Commission a policy for cutting down overtime expenses.

Commissioner Hardeman indicated that another way to cut overtime expenses would be to start the executive sessions at 3 p.m. instead of having staff wait until the end of the regular meeting.

Commissioner McCarthy suggested that the Commission could also obtain briefings from staff before the meeting or have direct contact with staff. She suggested that the Commission could engage in further discussions at the next meeting and adoption of the policy thereafter.

3. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

ACTION: Commissioner Lee moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor.

At 4:10 p.m., the Commission withdrew to executive session to discuss the following:

B. CLOSED SESSION

(1) CONFERENCE WITH LEGAL COUNSEL REGARDING EXISTING LITIGATION MATTERS (DISCUSSION ITEMS):

a. Discuss existing litigation matters pursuant to subdivisions (a) and (d) of the California Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d) (2 cases).

- As Plaintiff: CCSF v. Commonwealth Ins. Co. , et al., Santa Clara Superior Court Case No. CV 794046. Action filed October 22, 1999.

- As Defendant: Lolman Enterprises, Inc. et al. v. City and County of San Francisco, et al., City & County of San Francisco Superior Court Case No. 325033.

(2) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Pier 80
Person Negotiating: Port: Peter Dailey, Director of Maritime
*MTC: Jim Wiltshire

b. Property: Pier 23
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Pier 23 Café: Flicka McGurrin

c. Property: Pier 7
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Waterfront Restaurant: Al Falchi

d. Property: Pier 30/32 and SWL 330
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*San Francisco Cruise Terminal LLC: Glen Elkington

e. Property: Pier 70, 1201 Illinois Street, between Humboldt and 23rd Streets
Person Negotiating: Port: Byron Rhett, Director of Planning & Development and Mark Lozovoy, Asst. Deputy Director of Real Estate
*Potrero Power Plant (Mirant Americas Development, Inc.): Mark Harrer

4. RECONVENE IN OPEN SESSION

At 5:35 p.m., the Commission returned from executive session and reconvened in open session.

ACTION: Commissioner Hardeman moved approval to not disclose any information discussed in executive session. Commissioner McCarthy seconded the motion. All of the Commissioners were in favor.

5. APPROVAL OF MINUTES - October 9, 2001 Regular Meeting

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor; the minutes of the October 9, 2001 meeting were adopted.

6. EXECUTIVE

A. Executive Director's Report: None

The Commission Secretary announced that all of the action items will be taken out of order and will be heard first. All the informational presentations will be heard at the end of the meeting.

7. CONSENT CALENDAR

A. Request for approval of a Memorandum of Understanding (MOU) with the San Francisco Public Utilities Commission for public access improvements within Port jurisdiction at Islais Creek. (Resolution No. 01-79)

Dan Bell, Planning & Development, presented the item and requested Commission's approval.

Commissioner Brandon asked about the improvements and the benefits to the Port. Mr. Bell replied that some of the landscape and shoreline public access improvements are located in Port jurisdiction and include new rip-rap, shoreline stabilization, new marsh plantings, new ground cover and a bench overlook near the Third Street Bridge.

Mr. Barry Pearl, PUC Planning staff, added that there are other related improvements related to the restoration of landscaping in the area immediately in front of the pump

station. The work is currently underway and should be completed shortly.

B. Request for approval of a Memorandum of Understanding (MOU) for PUC to own and maintain a new 12" ductile iron water main in Terry Francois Boulevard constructed under Port Contract No. 2648. (Resolution No. 01-81)

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor. Resolution Nos. 01-79 and 01-81 were adopted.

9. MARITIME

A. Request for approval of Second Amendment to the Non-Exclusive Management Agreement with Marine Terminal Corporation for Pier 80. (Resolution No. 01-82)

Peter Dailey, Director of Maritime, presented the item and requested Commission's approval. At Commissioner McCarthy's request, Mr. Dailey also explained the reason behind the original agreement with MTC and the need for the amendment.

Commissioner McWilliams complimented the Maritime staff in trying to maintain and attract cargo maritime operations at the Port.

Mr. Dailey thanked John Davey, Louise Anderson, and Neil Sekhri for their efforts on this project.

Commissioner Brandon noted that this resolution reflects the Commission's commitment to the maritime industry. She was confident that with the maritime staff, our future cargo operations would be successful once again. She requested quarterly updates on this project to apprise the Commission of its progress.

ACTION: Commissioner McCarthy moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor. Resolution No. 01-82 was adopted.

11. PLANNING & DEVELOPMENT

B. Request for approval of extension of Exclusive Negotiations for the Embarcadero Hotel Project at Broadway on Seawall Lots 323, 324 and 322-1. (Resolution No. 01-80)

Jennifer Sobol, Planning & Development, presented the item and requested Commission's approval.

ACTION: Commissioner Lee moved approval; Commissioner McCarthy seconded the motion.

Jennifer Clary commented that she was uneasy about the hotel project. One year seems to be an extremely long extension. There are a lot of questions regarding the design, the bridge, and the loading zone. The EIR has to come out sooner and there should be

benchmarks much sooner. She does not believe that the project will be approved as written.

Mike Casey, Local 2, expressed his concern about building a new hotel. The operator has engaged in activities that caused him to doubt their commitment. Their request warrants closer consideration of a closer time line. It was reported six months ago that they would get the deal done. He was concerned that the card check is not going to happen with this company. He also addressed his concerns about the company's attorney.

Tony Carter, Stanford Hospitality, addressed the issues that Mr. Casey brought up. Mr. Carter mentioned that they have spent nearly $600,000 on this very complicated project. They have tried to comply with the RFP requirements as well as with the Waterfront Design Advisory Committee (WDAC) requirements. They have requested for the one-year extension because the delay is beyond their control. It was only this morning that WDAC made its determination on the height of the building and the change of the entrance to the parking garage. They don't want to come back in six months and ask for another extension. Stanford was required to meet certain performance benchmarks. Stanford accomplished all but three of these benchmarks, and those three were not completed for reasons outside of Stanford's control.

With regard to the card check issue, this project will not be underway for another three years. They expect to resolve that issue prior to commencement of the project. It would be incorrect to make decisions today. Their employees held a union election and made their decision. With regard to their attorney, they have used his firm for ten years and are satisfied with their services.

Commissioner Hardeman commented that he was uncomfortable with the one-year extension. He would rather vote for a lesser extension.

Commissioner McCarthy commented that the developer has been in exclusive negotiations with the Port for over a year and has received community input. She finds it hard to believe that after one and a half years, there's still no agreement on the design. Other developers have worked with the community groups successfully. There are too many unresolved issues. She was amenable to approving a shorter extension of time but was not willing to waive the fee.

Commissioner McWilliams asked about the shortest time line that could be provided to the developer and wondered if the six-month period is unreasonable.

Ms. Sobol indicated that nothing could happen until the Supplemental Environmental Impact Report SEIR is published. The developer is required to submit monthly status reports. She indicated that the six-month period could accomplish two benchmarks but it won't accomplish the publication of the SEIR. It is not even realistic to get the regulatory approvals. The schematic plans and elevations could not be finalized because the design guidelines are still being studied and discussed by the members of the WDAC. The design advisors are still discussing height and massing issues at the project site, and until direction is given to the developer, final design plans cannot be

made. The SEIR has not been published yet because the Planning Department, the Port and Stanford felt that additional studies and analysis were needed in order to prepare an adequate and responsive SEIR.

Commissioner McCarthy asked why this has not happen yet and if the Commission could look at the design in six months.

Ms. Sobol explained that the RFP issued certain set of guidelines which conflicted with community concerns, what the community wanted to see and what the WDAC advisors were recommending. None of the issues were resolved. The Planning Department, as a representative on the WDAC, decided it was time to look at the Embarcadero as a new urban boulevard. That discussion only happened today.

Commissioner Lee indicated that Ms. Sobol explained that some of the delay is beyond the developer's control. The developer is doing well to meet the benchmarks. A one-year extension would be reasonable and he would support the extension. The $25,000 extension fee would be credited back to the rent. This would send a message to the developer to meet all the requirements in a timely manner.

ACTION: Commissioner McWilliams moved approval to amend the motion on the floor to approve a 6-month extension exclusive right to negotiate instead of one year and not waive the $25,000 extension fee; Commissioner Hardeman seconded the motion. The motion did not pass.

Commissioner McWilliams indicated that it was his understanding that in six months, the developer would be able to present a design plan. The Commission would be able to ascertain the intent of the project. It would be a good time to revisit the project at that time.

Commissioner Brandon commented that the environmental process is going to take longer than six months. If the developer starts that process now and in six months, the Commission does not like the design, it would be unfair to the developer. The developer needs enough time to complete that process.

Jennifer Sobol indicated that staff and the developer was planning on doing an informational presentation regarding the design plan after it is approved by the WDAC. It was intended to be one of the steps in this process.

Commissioner McCarthy asked about the EIR process. Ms. Sobol replied that the EIR has to be certified by the Planning Department before it is brought to the Port Commission for approval of the development agreement.

Commissioner McCarthy indicated that the Commission would not be unreasonable if they come forward with a design that is approved by everyone in the community, this project would go forward.

Jennifer Sobol indicated that the design would be going before the WDAC for approval. The CU application will be in process but was not sure about the Landmarks Preservation Board's approval. The Commission will not take any action on the design

plan until the development agreement and schematic plan are approved and after the certification of the EIR. Staff is planning on making an informational presentation to the Commission and to the community groups. The developer is anxious now that they have gotten direction from the WDAC to go forward. They hope to present their design in December.

Commissioner McCarthy indicated that this would be a more formal benchmark because we would then be in a position to get the rest of it done.

Commissioner Lee indicated that the developer could come back in six months and present their design plan to the Commission and they would automatically get another six-month extension while waiting for the EIR.

Jennifer Sobol indicated that staff would come back to the Commission when the developer is finished the design. If they finalize the design, the Commission will grant the extension to October 31, 2002 so they have some assurance that they can go forward. There will be a six-month option if they receive design approval from the WDAC. The Commission would then grant the extension so they can continue with the other approvals.

Commissioner Brandon commented that the Commission has not required a community group to approve a design and based their approval on that. Jennifer Sobol indicated that WDAC is the official design group.

Commissioner McWilliams indicated that the completion of the EIR is not going to ensure that the Commission will approve the process.

Commissioner Brandon indicated that if they are invested in the EIR and in six months, the Commission does not like the design, it would be unfair to them.

Legal Counsel Noreen Ambrose pointed out the WDAC is a public advisory body and accordingly, they will not be able to take a final position in the design unless they have at least a completed draft EIR in front of them.

Paul Louie mentioned that they were only given new set of rules this morning and they have to go back to the drawing board.

Ms. Sobol mentioned that they anticipate that the draft EIR would be published in July 31, 2002.

After further discussion, the Commission made another motion.

ACTION: Commissioner McCarthy moved approval to amend the motion on the floor to approve a 9-month extension of the exclusive right to negotiate instead of one year and not waive the extension fee; Commissioner McWilliams seconded the motion. All of the Commissioners were in favor. Resolution No. 01-80 was adopted.

8. OPERATIONS

A. Informational briefing on Operations Division Status Report.

Karen Clopton, Chief of Operations, gave a brief background of her division's accomplishments for the quarter ending October 31st. She noted that Finance and Accounting are now part of her division and according to the Finance report, the Port is currently in the black and our revenues are on target thus far. As a result of the September 11 terrorists attack, the Port has increased its security efforts. Port staff was issued new identification badges. Staff is required to wear their badges while in the building. Visitor's passes were also instituted. Security measures were also implemented at Piers 35 and 50. Staff is in the process of revising the Emergency Operations Plan. Starting October 29, Taline Sanassarian will be the new Government Affairs Manager.

To address Commissioner Lee's concerns about staff overtime while attending Commission meetings, Ms. Clopton indicated that a security guard and a Business Services staff are the only individuals paid overtime, the rest are managers in exempt positions who are paid comp time instead of overtime. She will provide the Commission an accounting of expenses for staff attending the Commission meetings. She also noted that at the direction of the Executive Director, all division directors were instructed to approve overtime work in advance. The directors are looking at cutting overtime cost across the board.

Commissioner Hardeman was glad that the Port was not laying off any employees. Ms. Clopton replied that the Port is indeed not anticipating any layoffs. With the Board of Supervisors' approval, the Port is actually in the process of giving examinations for much needed maintenance and engineering positions.

10. ENGINEERING & MAINTENANCE

A. Informational briefing on status of Engineering & Maintenance Projects.

Alex Lee, Director of Engineering & Maintenance, briefed the Commission regarding the Ferry Terminal project, Maintenance Dredging, Pier 43 Arch Restoration, Pier 70 Wharf 5 Demolition, Pier 48 Seismic Upgrade and Pier 52/54 Boat Launch project. He also noted that the Port is in the process of hiring employees for the maintenance and engineering departments.

In response to Jennifer Clary's inquiry regarding facilities maintenance projects, Mr. Lee replied that facilities maintenance projects are funded by capital projects.

11. PLANNING & DEVELOPMENT

A. Informational briefing on status of Planning & Development Projects.

Byron Rhett, Director of Planning & Development, indicated that in addition to the 13 major projects mentioned in the staff report, the Rincon Park project that is being developed by the Gap, was inadvertently omitted in the staff report.

Diane Oshima, Planning & Development, gave a quick overview of the Southern Waterfront projects, leases and issues. She outlined the Waterfront Land Use Plan (WLUP) designations and identified new public access opportunities

Approach to leasing: maritime and maritime industrial throughout Pier 80, in ICTF, and in band along water's edge in Pier 90-96 area (except Pier 94 wetlands); uplands Pier 90-94 backlands was called out for further study on whether non-maritime uses could be developed

Proposed Approach to Backlands Planning Process: Maritime Commerce and Industrial Study; Community workshops to identify desirable use options, including eco-industrial; Analyze site and infrastructure improvement needs; Analyze land use, real estate feasibility, including public trust implications, and community benefit opportunities

Commissioner Lee indicated that all the parking lots should be put out to bid. He asked for information regarding the parking lots whose leases have either expired or will expire.

EXECUTIVE SESSION

Commissioner Hardeman moved approval to return to executive session; Commissioner Lee seconded the motion. All of the Commissioners were in favor.

At 7:05 p.m., the Commission returned into executive session to discuss the remaining executive session items.

RECONVENE IN OPEN SESSION

At 8:15 p.m., the Commission returned from executive session and reconvened in open session.

ACTION: Commissioner Hardeman moved approval to not disclose any information discussed in executive session; Commissioner Lee seconded the motion. All of the Commissioners were in favor.

The meeting was adjourned at 8:15 p.m.

PORT OF SAN FRANCISCO

MEMORANDUM

November 6, 2001

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TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Resolution to accept and expend $95,000.00 grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund in order to remove abandoned recreational watercraft along the Port of San Francisco waterfront.

DIRECTOR'S RECOMMENDATION: Approve Resolution to accept $95,000.00 grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund.

On August 13, 2001 the Port's Maritime Department received a letter of approval for $95,000.00 in grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund, Contract # 01-214-501.

In October of 1997, Senate Bill 172 (Rainey) created the Abandoned Watercraft Abatement Fund and made this grant program possible for public agencies to use for the removal of abandoned recreational vessels and navigational hazards from California navigable waterways.

This grant request is based on Port staff estimates of upcoming annual costs for the removal of abandoned vessels and may be funded for up to three years. This program requires a matched 10% cash or "in kind" contribution from the Port of San Francisco. "In kind" refers to any direct labor, materials and equipment associated with the sales and disposal of vessels. The Port's plan is to use this "in kind" part of the program as its contribution.

In the grant application, Port staff identified eleven vessels along the waterfront within the San Francisco Port Commission's jurisdiction. These vessels not only pose a potential navigational hazard; they also tend to pose environmental dangers and public safety concerns.

This Print Covers Calendar Item No. **4A**

The removal of these vessels will not only beautify the San Francisco waterfront, but the areas in which they now exist will become much safer. Additionally, removal of these vessels now, before they sink, will prevent any future environmental concerns.

At this time, in order to receive the approved grant funds, the Department of Boating and Waterways requires a San Francisco Port Commission Resolution authorizing the Port of San Francisco to enter into and execute the contract.

Prepared by: Tim Gallagher, Hazardous Material Inspector

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISO

RESOULUTION NO. 01-83

WHEREAS, pursuant to Charter Section B3.581, the Port Commission has the exclusive jurisdiction over the management and operation of the harbor; and

WHEREAS, on August 13, 2001 the Maritime Department received a letter of approval for $95,000.00 in grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund, Contract # 01-214-501; and

WHEREAS, in October of 1997, Senate Bill 172 (Rainey) created the Abandoned Watercraft Abatement Fund and made this grant program possible for public agencies to use for the removal of abandoned recreational vessels and navigational hazards from California navigable waterways; and

WHEREAS, this grant request is based on the Port's estimates of upcoming annual costs for the removal of abandoned vessels and may be funded for up to three years; and

WHEREAS, the grant program requires a matched 10% cash or "in kind" contribution from the Port of San Francisco; and

WHEREAS, the Port desires to contribute an "in kind" contribution consisting of direct labor, materials and equipment associated with the sales and disposal of vessels; and

WHEREAS, in the grant application Port staff identified eleven vessels along the waterfront within the San Francisco Port Commission's jurisdiction that pose a potential navigational hazard; and could pose environmental dangers and public safety concerns; and

WHEREAS, the removal of these vessels will beautify the San Francisco waterfront, improve the safety of the areas in which they now exist, and will prevent any future environmental concerns; now, therefore, be it

RESOLVED, that the Port Commission hereby authorizes and directs the Executive Director or his designee to execute State of California Contract # 01-214-501 for the removal of eligible water hazards, on the terms described in the Memorandum to Port Commission dated November 6, 2001, substantially in the form on file with the Secretary of the Port Commission for this item; and be it further

RESOLVED, that the Port Commission authorizes the Port to match the total amount expended under the grant Contract (i.e. $95,000.00) with a 10% contribution "in kind," consisting of direct labor, materials and equipment (but not including administrative services) associated with the removal, sale or disposal of any eligible water hazards; and be it further

RESOLVED, that the Port Commission hereby authorizes the Executive Director or his designee to take all such further action as is necessary to implement the intent of this Resolution, including executing or authorizing any subsequent agreements, contracts or requests for reimbursement as are approved in consultation with the City Attorney.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of November 13, 2001.

_____
Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

November 7, 2001

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TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Request for authorization to execute Second Amendment to Professional Services Contract No. CT3980009, DOWNTOWN FERRY TERMINAL, with San Francisco Port Management Consultants for additional construction support work and project management assistance.

DIRECTOR'S RECOMMENDATION: AUTHORIZE STAFF TO EXECUTE A SECOND AMENDMENT TO CONTRACT NO. CT3980009 WITH SAN FRANCISCO PORT MANAGEMENT CONSULTANTS FOR A NOT-TO-EXCEED SUM OF $95,635.

Introduction

Port staff requests that the Commission approve a Second Amendment to the existing professional services contract with San Francisco Port Management Consultants (a joint venture of The Jefferson Company and RUST), the construction management consultant for the Downtown Ferry Terminal Project (DFT), also known as the San Francisco Ferry Terminal. This contract amendment is necessary for the extended construction schedule, to support additional construction scope items (including the East Promenade Underdeck Repairs, North Marginal Wharf and Gate C for Golden Gate Ferry) and to provide project management assistance to Port staff. Through the contract amendment, Port staff will obtain necessary and critical support services to complete the construction of the Downtown Ferry Terminal Project.

Background

In July 1998, the Port selected and contracted with the San Francisco Port Management Consultants (Consultant) for construction management services on the Downtown Ferry Terminal Project. The Consultant's scope consisted of two phases. Phase I consisted of pre-construction services, including partnering assistance, constructability analysis and value engineering, schedule refinement, construction cost review, bid document review and public outreach planning. Phase II services consisted of construction management services including construction administration, inspections and quality control, cost and schedule monitoring, construction coordination, claims management, payment and change order processing and

This Print Covers Calendar Item No. **5A**

document control. The original contract was awarded for a not-to-exceed amount of $522,527 ($113,960 for Phase I and $408,567 for Phase II).

In February 2001, the Commission approved the first amendment to the contract, for $223,731. The first amendment provided for additional construction management and project management services related to additional construction work items (including the East Promenade and the new breakwater) and provided required special inspection services.

As discussed below, further changes and additions to the construction scope and schedule have created the need for additional services from the Consultant. Staff has negotiated with the Consultant for a not-to-exceed price of $95,635 to complete the additional tasks contemplated by this Second Amendment to the Consultant's contract. With the approval of this contract amendment, the construction management costs will total $841,893 representing 4.8 percent of the projected construction costs of $17.5 million. The following provides a summary of the contract amendments to date:

Original Contract (July 1998)	$522,527
First Amendment (February 2001)	223,731
Second Amendment (October 2001)	95,635
Total Contract (as amended)	$841,893

Scope of Proposed Consultant Contract Amendment

The construction contract for the ferry terminal is progressing with an anticipated completion date of December 2001. There are several significant changes in circumstances that warrant the need for additional services of the Consultant:

- Extended Project Duration: Several items added to the scope of the construction contract have extended the construction schedule for the Downtown Ferry Terminal Project. Major items added to the construction contract include the East Promenade Underdeck Repairs, North Marginal Wharf and Gate C for the Golden Gate Ferry. These new items, along with delays in the delivery of the North and South Floats, extended the project schedule by approximately four months. Port staff estimates the need for continued construction management services through early 2002 in order to complete the Downtown Ferry Terminal Project.

- Project Management Assistance: Further project management services are required to ensure that the project proceeds in accordance with the project requirements (including budget and schedule) and that project issues are resolved expeditiously to minimize the potential for project delays. This is particularly critical with respect to prioritizing and negotiating the remaining change orders and tracking and documenting costs for reimbursement through the Federal and State grants for the project.

Summary

Based on the need for these additional services to complete this time-critical project, Port staff recommends that the Commission authorize the proposed Second Amendment to the existing contract with San Francisco Port Management Consultants. This will enable the Port to efficiently complete the Downtown Ferry Terminal construction project.

Prepared by: Nita Mizushima, Project Manager and Chief Harbor Engineer

PORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-84

WHEREAS, In July 1998, with Port Commission authorization, Port Staff contracted with San Francisco Port Management Consultants (Consultant) for construction management services for the Downtown Ferry Terminal Project; and

WHEREAS, In January 2000, the construction of the Downtown Ferry Terminal commenced and, since that time, Port staff has identified the need for project management services and further construction management services from the Consultant; and

WHEREAS, Due to the additional length of the construction project and additional scope of work as described in the staff memorandum presented with this resolution, Port Staff requires additional construction management and project management services for project completion; and

WHEREAS, Port Staff has met with the Consultant and negotiated a not-to-exceed price of $95,635 for the additional construction management and project management services; and

WHEREAS, The additional construction management and project management services which are the subject of the proposed contract amendment are needed for the timely completion of the Downtown Ferry Terminal Project; now therefore, be it

RESOLVED, That the Port Commission hereby authorizes staff to execute the Second Amendment to Contract No. CT3980009 with San Francisco Port Management Consultants for the not-to-exceed sum of $95,635.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of November 13, 2001.

_____

Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

November 7, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon., Brian McWilliams, Vice President
Hon. Michael Hardeman
Hon. Denise McCarthy
Hon. Pius Lee

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FROM: Douglas F. Wong
Executive Director

SUBJECT: Informational Presentation on the Piers 1½-5 Mixed Use Preservation Project

DIRECTOR'S RECOMMENDATION: INFORMATIONAL ONLY; NO ACTION REQUIRED

BACKGROUND

On February 8, 2000, by Resolution No. 00-07, the Port Commission authorized issuance of a Request for Proposals ("RFP") for the Piers 1½ - 3 – 5 Mixed Use Preservation Project ("Piers Preservation Project"). The RFP was issued on March 10, 2000, and its deadline for submittals was extended to August 31, 2000 so that issues concerning the interface of the Piers Preservation Project with the adjacent Hornblower lease could be resolved. The Site for the Piers Preservation Project is shown on the attached Exhibit A.

Three proposals were submitted in response to the RFP. The respondents were: **Embarcadero Waterfront Partners LLC** (Levin Menzies Kelly & Associates LLC, development manager); **San Francisco Waterfront Partners LLC, joint venture** (Putnam Waterfront Partners LLC, managing member); and **Watermark Partners LLC, joint venture** (Fidelity Partners, Inc., managing member, and ING Realty Partners). On January 9, 2001 the Port Commission authorized staff to enter into exclusive negotiations with **San Francisco Waterfront Partners LLC ("SFWP")**, and on March 21, 2001 the Port and **SFWP** executed an Exclusive Right to Negotiate Agreement.

DEVELOPMENT CONCEPT

The Port's primary goals for this development, as stated in the RFP's Mission Statement, are:

- to create an inviting mixed-use project that will help attract the public to the Bay and enhance their waterfront experience
- to preserve and rehabilitate the historic waterfront maritime buildings on the Site
- to provide rental revenue to the Port to support its public trust mandate

This Print Covers Calendar Item No. **6A**

The Project will have a quality design that is authentic to the historic maritime character of the Ferry Building Waterfront and the Northeast Waterfront. The Project will be designed to respect this character, to bring new commercial and maritime activity to the waterfront, and to maximize public access to and enjoyment of the Project's spectacular waterfront setting."

SUMMARY OF SFWP'S PROPOSAL

SFWP's proposal for the Piers Preservation Project is to provide first-class office space on the second floor of the bulkhead buildings with retail/restaurant uses on the first floor. There will be a fine dining restaurant at Pier 1-1/2 with an outdoor deck, an oyster bar in the bulkhead portion of Pier 1-1/2, a casual café at the north end of Pier 5 with outdoor seating spilling out onto the Embarcadero, and a small coffee/pastry shop in Pier 3. Hornblower's ticket office/visitor center will be located in Pier 3. Extensive public access walkways will be added on the waterside of the buildings so that visitors can be close to the water and enjoy views of the Bay and of the newly-restored buildings. A guest boat dock and water taxi landing will be built at Pier 1-1/2. Future development anticipates boat docks at Pier 5. The buildings will be rehabilitated in accordance with the Secretary of the Interior's standards so that the developer and the Port can take advantage of historic tax credits.

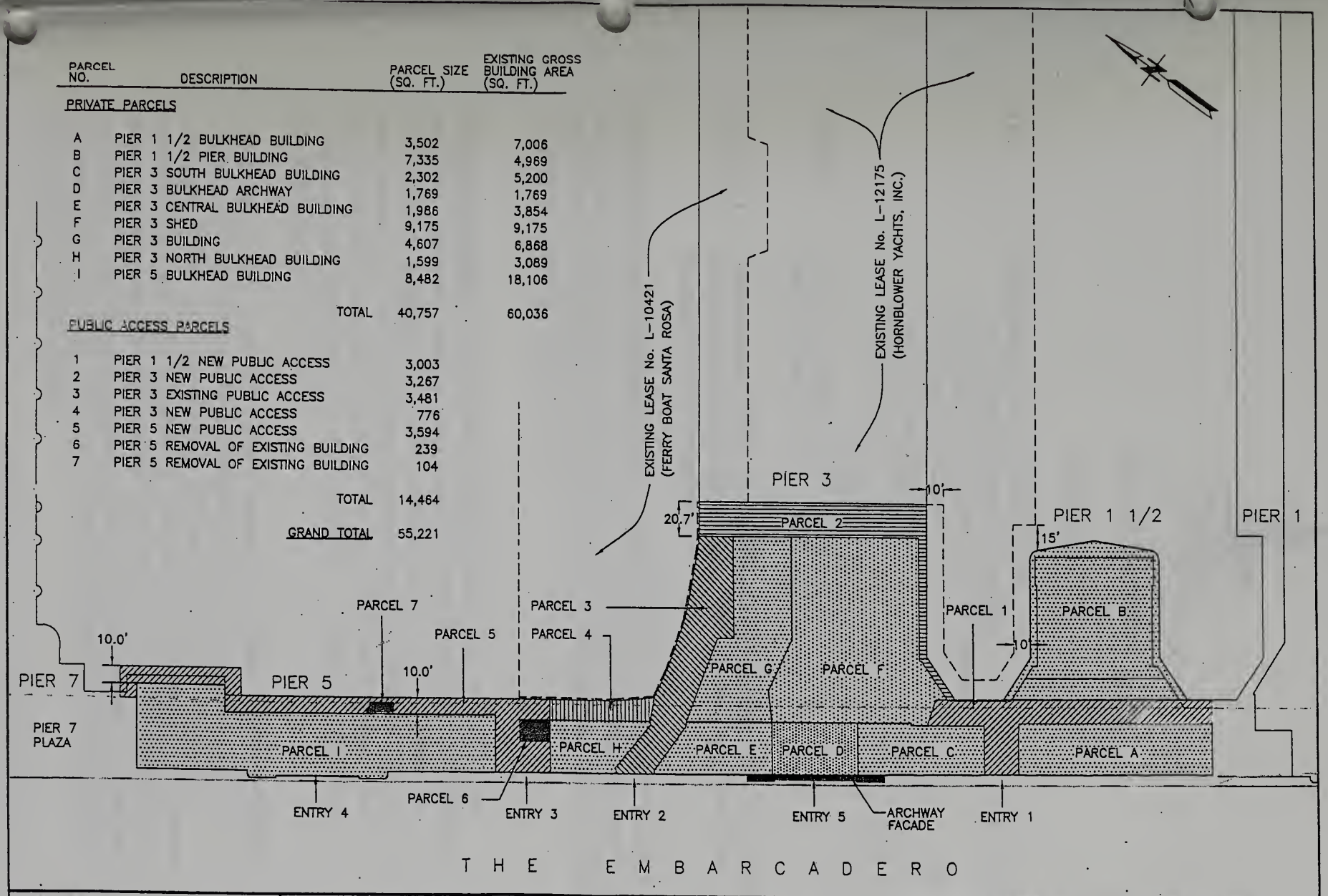
ACCOMPLISHMENTS TO DATE

An important hurdle was overcome this month when SFWP received funding and a "green light" to proceed from its major equity investor, CALSTRS. In addition to the Port's performance benchmarks, CALSTRS has imposed stringent performance deadlines that the developer must meet in order to receive funding, so SFWP is highly motivated to meet and exceed the development timetable. SFWP has filed its application for environmental review and anticipates receiving a Negative Declaration by March 1st. It has prepared, and plans to file by mid-November, the Part I Application with the State Historic Preservation Office which will determine eligibility for listing the buildings on the National Register of Historic Places. The development team has met with BCDC staff and the Design Review Board ("DRB") and is preparing the BCDC application for filing next month. The project was favorably reviewed twice by the *Waterfront Design Advisory Committee ("WDAC")* and will be going back for joint DRB/WDAC review in January. The developer has undertaken soil and pile testing, structural analysis of the piers and is completing its due diligence investigation. This information will be used to refine and finalize the lease, which is under negotiation. Early next year the Development Agreement and Lease will be presented to the Port Commission for final consideration.

Prepared by: Jennifer Sobol
Development Project Coordinator

EXHIBIT A

PARCEL NO.	DESCRIPTION	PARCEL SIZE (SQ. FT.)	EXISTING GROSS BUILDING AREA (SQ. FT.)
PRIVATE PARCELS			
A	PIER 1 1/2 BULKHEAD BUILDING	3,502	7,006
B	PIER 1 1/2 PIER BUILDING	7,335	4,969
C	PIER 3 SOUTH BULKHEAD BUILDING	2,302	5,200
D	PIER 3 BULKHEAD ARCHWAY	1,769	1,769
E	PIER 3 CENTRAL BULKHEAD BUILDING	1,986	3,854
F	PIER 3 SHED	9,175	9,175
G	PIER 3 BUILDING	4,607	6,868
H	PIER 3 NORTH BULKHEAD BUILDING	1,599	3,089
I	PIER 5 BULKHEAD BUILDING	8,482	18,106
	TOTAL	40,757	60,036
PUBLIC ACCESS PARCELS			
1	PIER 1 1/2 NEW PUBLIC ACCESS	3,003	
2	PIER 3 NEW PUBLIC ACCESS	3,267	
3	PIER 3 EXISTING PUBLIC ACCESS	3,481	
4	PIER 3 NEW PUBLIC ACCESS	776	
5	PIER 5 NEW PUBLIC ACCESS	3,594	
6	PIER 5 REMOVAL OF EXISTING BUILDING	239	
7	PIER 5 REMOVAL OF EXISTING BUILDING	104	
	TOTAL	14,464	
	GRAND TOTAL	55,221	



APPROVED BY SAN FRANCISCO PORT COMMISSION DATE _____ CHIEF HARBOR ENGINEER	SAN FRANCISCO PORT COMMISSION PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING	FIGURE 2 DEVELOPMENT SITE SITE PLAN (REVISED)	DRAWN BY: EDC CHECKED BY: EB/KB DRAWING NO. DATE: JUN 21, 2000 SCALE: NONE SHEET NO. 1 OF 3 SHEETS

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PORT OF SAN FRANCISCO

MEMORANDUM

November 7, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

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FROM: Douglas F. Wong
Executive Director

SUBJECT: Authorization to apply for, accept and expend $200,000 in grant funds from the California Transportation Commission for the Downtown Ferry Terminal Public Pier project.

DIRECTOR'S RECOMMENDATION: APPROVE RESOLUTION AUTHORIZING EXECUTIVE DIRECTOR TO APPLY FOR, ACCEPT, AND EXPEND GRANT FUNDS FROM THE CALIFORNIA TRANSPORTATION COMMISSION FOR THE FERRY TERMINAL PUBLIC PIER PROJECT.

Project Description. A component of the Downtown Ferry Terminal is the breakwater that was recently constructed to the south of the Agriculture Building. The breakwater is designed to protect the south ferry berths from winter storm surge, making ferry service possible in most all weather conditions. The proposed Downtown Ferry Terminal "Public Pier" project would finish the top of the breakwater with public pedestrian improvements and connect it to Herb Caen Way (the Embarcadero Promenade).

The proposed Public Pier would take advantage of its unique condition, taking a needed breakwater and making it a landmark open space where the public can appreciate the Bay. An approximatley 100-foot pier extension would be constructed to connect the freestanding breakwater to the Embarcadero Promenade, and a circular terminus would be added at the other end of the pier, 600-feet out into the Bay. Visitors would be able to walk out into the Bay and view interpretive information about ferry activities, Bay currents, and Bay habitat, and enjoy views back to the City and Bay Bridge.

This Print Covers Calendar Item No. 6B

The breakwater is designed and built to support public access. The concrete topping slab installed on the breakwater is the final finished pavement for the public pier, conduit is located within the slab for pedestrian lighting, and railing brackets were placed within the topping slab.

Environmental Review. On August 8, 1997, the San Francisco Planning Department adopted a final negative declaration, finding that there is no substantial evidence that the project could have a significant effect on the environment. The Negative Declaration included the breakwater structure as well as an Embarcadero Promenade extension and a connecting 300-foot trestle structure to allow public access. A copy of the Negative Declaration is on file with the Secretary of the Port Commission for this item.

Regulatory Approvals. The Downtown Ferry Terminal Public Pier has received all its needed regulatory approvals from BCDC, the Army Corp of Engineers, and the Regional Water Quality Control Board. The Project is designed and is ready to be constructed. It is an implementation project of the Port's *Waterfront Land Use Plan*, and is supported by BCDC, the California State Coastal Conservancy, the Association of Bay Area Governments, Save San Francisco Bay Association, and other agency and citizen groups.

Project Funding. The total cost of the Public Pier improvements is estimated to be about $1.25 million. The Port was recently successful in securing several grants for this project bringing the total anticipated available funding to $1.05 million. The attached resolution would authorize the Port to apply for the remaining $200,000 that should complete the project funding and allow the Port to bid the project for construction.

Funding Sources	
California Coastal Conservancy	$400,000
Port Capital	300,000
ABAG Bay Trail	200,000
California Resources Agency - CIAP*	105,000
DPW Departmental Funds	50,000
CA Transportation Comm EEM Grant*	**200,000**
Total:	$1,255,000
Total estimated project cost:	$1,250,000

* Grants not yet awarded.

Project Schedule. Upon successful completion of funding, the Port's Engineering Division would finalize the construction documents and request to bid the project in the late summer of 2002.

Commission Action. Port staff recommends that the Port Commission authorize the Executive Director to apply for, accept, and expend $200,000 in grant funds from the California Transportation Commission for the Ferry Terminal Public Pier project.

Prepared by: Dan Hodapp
Senior Waterfront Planner

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PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

PORT COMMISSION

CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-85

WHEREAS, The Legislature of the State of California has enacted AB 471 (Chapter 106 of the Statutes of 1989), which is intended to provide $10 million annually for a period of 10 years for grant funds to local, state and federal agencies and nonprofit entities for projects to enhance and mitigate the environmental impacts of modified or new public transportation facilities; and

WHEREAS, The California Resources Agency has announced the availability of grant funds for the Environmental Enhancement and Mitigation (EEM) Program under the Section 164.56 of the Streets and Highways Code; and

WHEREAS, The Downtown Ferry Terminal Public Pier Project (the "Project") which will add public access on top of a required breakwater constructed to protect new berths from winter storm damage, will enhance the Downtown Ferry Terminal Project and the Embarcadero Roadway and Promenade, and was thus found eligible for funding under the EEM program; and

WHEREAS, The Public Pier Project has received approval from both the Port and the Bay Conservation and Development Commissions; and

WHEREAS, The Public Pier Project has received permits from the Bay Conservation and Development Commission, the Regional Water Quality Control Board, and the Army Corps of Engineers; and

WHEREAS, The San Francisco Planning Department adopted and issued a Final Negative Declaration (the "Negative Declaration") pursuant to the California Environmental Quality Act on August 7, 1997 and the Federal Highway Administration issued a Finding of No Significant Impact pursuant to the National Environmental Policy Act for the Downtown Ferry Terminal Project, which incorporates the Public Pier Project, and

WHEREAS, The San Francisco Port Commission has reviewed the Negative Declaration (a copy of which is on file with the Port Commission Secretary for this item) and based upon its review has determined that there is no substantial evidence that the project could have a significant effect on the environment; and

WHEREAS, The California Resources Agency has established the procedures and criteria for reviewing grant proposals and is required to submit to the California Transportation Commission a list of recommended projects from which the grant recipients will be selected; and

WHEREAS, Said procedures and criteria established by the California Resources Agency require

a resolution certifying the approval of application by the applicant's governing body before submission of said application to the State; and

WHEREAS, The application contains assurances that the applicant must comply with; and

WHEREAS, The applicant, if selected, will enter into an agreement with the State of California to carry out the environmental enhancement and mitigation project; now, therefore be it

RESOLVED, That the San Francisco Port Commission has reviewed and considered the Negative Declaration and incorporates herein the findings made in the Negative Declaration that the Downtown Ferry Terminal Project described therein will not have a significant effect on the environment; and be it further

RESOLVED, that based on the foregoing, the Port Commission hereby finds that: (1) the Project is within the scope of the project analyzed in the Negative Declaration does not raise any important new issues about the significant effects on the environment not previously considered Negative Declaration; (2) no changes are proposed or have occurred in the Project that would require major revisions to the Negative Declaration due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; (3) no substantial changes have occurred with respect to the circumstances under which the Project is being undertaken that would require major revisions to the Negative Declaration due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; and (4) no new information of substantial importance has become available since the Negative Declaration was certified indicating that the Project will have one or more significant effects on the environment; and be it further

RESOLVED, That the San Francisco Port Commission does hereby authorize the Executive Director, to apply for, accept, and expend, Two Hundred Thousand dollars ($200,000) in Environmental Enhancement and Mitigation Program grant funds with the State of California for the Public Pier Project; and, be it further

RESOLVED, That the Executive Director is hereby authorized to execute such additional documents or take such additional actions as is necessary to implement the construction and completion of the Project, including, if appropriate, indemnifying the State for liability associated with the Project to the extent approved by the City's Risk Manager and the City Attorney's Office; and be it further

I hereby authorize that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of November 13, 2001.

_____
Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

November 7, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

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FROM: Douglas F. Wong
Executive Director

SUBJECT: Authorization to apply for, accept and expend $250,000 in grant funds from the California Transportation Commission for the Brannan Street Wharf Final Design.

DIRECTOR'S RECOMMENDATION: APPROVE RESOLUTION AUTHORIZING EXECUTIVE DIRECTOR TO APPLY FOR, ACCEPT, AND EXPEND GRANT FUNDS FROM THE CALIFORNIA TRANSPORTATION COMMISSION FOR THE BRANNAN STREET WHARF PROJECT.

Brannan Street Wharf Project
The Port has committed itself to development of the Brannan Street Wharf (Wharf) as a new open space on the waterfront. The Wharf is being developed pursuant to its open space planning policies and its joint agreement with the Bay Conservation and Development Commission (BCDC). The Brannan Street Wharf is identified in the Port's Waterfront Design & Access Element as a major neighborhood and destination open space, in BCDC's amended Special Area Plan, and in the Department of City Planning's Northeast Waterfront plan.

The Brannan Street Wharf was also identified in the recently passed State legislation regarding development of Pier 30-32 for the cruise terminal project. As per that legislation, funds for the Brannan Street Wharf are required to be fully encumbered prior to a BCDC permit being issued for the cruise terminal project, and the construction of the Brannan Street Wharf must be completed prior to the cruise terminal project becoming operational. Previously, the Port/BCDC agreement anticipated construction of the Wharf to be approximately 15 years from now.

This Print Covers Calendar Item No. 6C

The project site is located at the edge of the South Beach neighborhood between Pier 30-32 and Pier 38, and includes the area of the recently removed Pier 34 and the proposed to be removed Pier 36. As currently planned, the project area runs along the east edge of the Embarcadero Promenade and may widen the existing marginal wharf area and include other features that extend out over the water. As per the BCDC/Port agreement, the Brannan Street Wharf will be 57,000 square feet in size after removal of Piers 34 and 36.

The Port working with BCDC, is currently conducting a public planning process for the Brannan Street Wharf. At the most recent public workshop on October 30, six concept designs were reduced to three concepts that will be taken forward for more detailed evaluation. Port staff anticipates presenting the refined concepts to the Port Commission in an informational presentation in early January. The project would then return to the Port Commission and BCDC Commission for consideration of approval of a concept design in the Spring of 2002.

Next Steps. The proposed grant funding would be used to develop preliminary engineering based on an approved concept design. A request for proposals (RFP) would be issued in the Summer or Fall of 2002 for a design team that includes landscape architecture and various engineering expertise (staff would return to the Port Commission prior to issuing the RFP).

Environmental Review. An environmental impact report (EIR) is currently being prepared for the Brannan Street Wharf in conjunction with the EIR for the cruise terminal project. Certification of the Final EIR would be required prior to proceeding with the final design of the project. The application for and acceptance of this grant does not commit the Port Commission to moving forward with the project. Any approval of the Brannan Street Wharf project will require completion of the environmental review process in accordance with the California Environmnetal Quality Act and consideration thereof by the Port Commission.

Project Funding. The very preliminary estimates for removal of Pier 36 and construction of the Brannan Street Wharf indicate the project would cost about $15 million. More refined cost estimates will be available when the concept design is presented to the Port Commission in the Spring of 2002. Funding for the Wharf might come from a variety of sources including Port Capital funds and a variety of grant sources. The attached resolution would authorize the Port to apply for $250,000 to begin the final design of the project.

Commission Action. Port staff recommends that the Port Commission authorize the Executive Director to apply for, accept, and expend $250,000 in grant funds from the California Transportation Commission for the Brannan Street Wharf.

Prepared by: Dan Hodapp
Senior Waterfront Planner

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PORT COMMISSION

CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-86

WHEREAS, the Port Commission adopted the Waterfront Land Use Plan and the Waterfront Design & Access Element on June 24, 1997, and within the Waterfront Design & Access Element the Brannan Street Wharf is identified as a major new open space along the Embarcadero Roadway; and

WHEREAS, the Port Commission entered into a joint agreement with the Bay Conservation and Development Commission in July, 2000 to develop the Brannan Street Wharf as a major new open space along the Embarcadero Roadway; and

WHEREAS, The Port of San Francisco and the Bay Conservation and Development Commission are jointly conducting a public planning process for the concept design of the Brannan Street Wharf and anticipate consideration of approval of the final concept plan in March, 2002 by both Commissions; and

WHEREAS, An environmental impact report is currently being prepared to address any potential environmental impacts of the Brannan Street Wharf, but the application for and acceptance of this grant does not commit the Port Commission to moving forward with the project. Any approval of the Brannan Street Wharf project will require completion of the environmental review process in accordance with the California Environmnetal Quality Act and consideration thereof by the Port Commission; and

WHEREAS, The Legislature of the State of California has enacted AB 471 (Chapter 106 of the Statutes of 1989), which is intended to provide $10 million annually for a period of 10 years for grant funds to local, state and federal agencies and nonprofit entities for projects to enhance and mitigate the environmental impacts of modified or new public transportation facilities; and

WHEREAS, The California Resources Agency has announced the availability of grant funds for the Environmental Enhancement and Mitigation (EEM) Program under the Section 164.56 of the Streets and Highways Code; and

WHEREAS, The California Resources Agency has established the procedures and criteria for reviewing grant proposals and is required to submit to the California Transportation Commission a list of recommended projects from which the grant recipients will be selected; and

WHEREAS, Said procedures and criteria established by the California Resources Agency

require a resolution certifying the approval of application by the applicant's governing body before submission of said application to the State; and

WHEREAS, The application contains assurances that the applicant must comply with; and

WHEREAS, The applicant, if selected, will enter into an agreement with the State of California to carry out the environmental enhancement and mitigation project; now, therefore be it

RESOLVED, That the San Francisco Port Commission does hereby authorize the Executive Director, to apply for, accept, and expend, Two Hundred and Fifty Thousand dollars ($250,000) of Environmental Enhancement and Mitigation Program grant funds with the State of California for the Brannan Street Wharf; and be it further

RESOLVED, That the Executive Director is hereby authorized to execute such additional documents or take such additional actions as is necessary to implement the intent of this Resolution, including if appropriate, indemnifying the State for liability associated with the Project to the extent approved by the City's Risk Manager and the City Attorney's Office.

I hereby authorize that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of November 13, 2001.

_____
Secretary

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PORT OF SAN FRANCISCO

MEMORANDUM
November 7, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

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FROM: Douglas F. Wong
Executive Director

SUBJECT: Informational Briefing on the Planning Department's Central Waterfront Cultural Resources Survey

ACTION: Informational; No action required

Waterfront Plan Historic Preservation Policies
The Waterfront Land Use Plan's Design & Access Element includes historic preservation policies pertaining to Pier 70 historic resources. These policies, as summarized below, recognize the historic value of the Pier 70 area; identify individual resources currently known to be historically significant; and direct future efforts to evaluate other Pier 70 historic resources and the potential for nomination for listing on the National Register.

Union Iron Works Buildings – Retain and reuse Union Iron works Buildings #101, 102 and 104. Rehabilitate consistent with Secretary's Standards, if feasible, and funding for preservation of Building 113-114.

Historic Resources Study Area – Conduct further research of historic resources to analyze the potential for establishing a National Register Historic District, studying both the Pier 70 mixed use and maritime-use areas.

Resource Stabilization - Take steps to prevent further deterioration of Pier 70 historic resources, within the Port's financial means.

San Francisco Planning Department Central Waterfront Cultural Resources Survey
As indicated in the second policy cited above, the Port is committed to further evaluating the historic significance of Pier 70 resources. To accomplish this task, the Port has been

This Print covers Calendar Item No. 6D

participating in a comprehensive survey of historic and cultural resources in the Central Waterfront area, led by the San Francisco Planning Department. The survey, funded by the State Office of Historic Preservation, covers the area bounded by Mariposa Street on the north, Islais Creek on the south, Interstate 280 on the west and the Bay on the east, and therefore includes Pier 70. The survey will produce a database of information on the historic resources that may serve a variety of purposes:

1. Contribute to a citywide inventory of cultural resources

2. Provide data pertinent for land use planning activities (e.g. environmental review and neighborhood planning)

3. Increase community understanding of architectural, historical and archeological resources

4. Assist owners of qualified properties to obtain tax credits and/or grants for rehabilitation projects that comply with the Secretary of the Interior's Standards for the Treatment of Historic Properties

5. Assist owners of qualified properties to utilize the State Historic Building Code as an alternative to the San Francisco Building Code

The survey includes Port property at Pier 70 (consisting of approximately 75 buildings, structures and objects), Seawall Lots 343 and 345, including 555, 651 and 671 Illinois Street, and the Copra Crane located on the north bank of Islais Creek between Indiana and Pennsylvania Streets. See Attachment A for a map of the Pier 70 historic resources.

This survey effort is intended to meet the Port's objective to produce a sound database on the Port's Pier 70 historic resources. As such, the survey does not constitute any proposal for individual landmarks or historic districts. However, it provides necessary information that the Port would consider prior to any effort to nominate resources for listing on the National Register of Historic Places. This survey also would provide information on resources that are, or may be included in the Pier 70 Mixed Use Development project, which would benefit any efforts to seek federal tax credits to enable the preservation and rehabilitation of Pier 70 resources.

The Planning Department survey effort is being conducted in accordance with the Secretary of the Interior's adopted standards and criteria for surveys and nominations to the National Register of Historic Places. These standards include the National Register Criteria (See Attachment B - National Register Criteria). The survey includes written documentation on each individual resource assessing the resource's potential eligibility for the National Register; the history of the resource; and the physical integrity of the resource or its ability to convey its significance. Assessment of integrity is based on seven National Register recognized aspects or qualities of a resource, including location, design, setting, materials, workmanship and association. Attachment C provides an example of the format and type of information being collected on each individual resource.

Assisting the Planning Department is a team of survey advisors that guide the project and critique the survey information produced by Planning Department staff. The survey advisors are:

Charles Chase, Executive Director
San Francisco Heritage

Tim Kelley, President
S.F. Landmarks Preservation Advisory Board

Chris Ver Planck, Architectural Historian
Page and Turnbull

Bridget Maley, Senior Associate
Architectural Resources Group

Jeremy Kotas, Member
S.F. Landmarks Preservation Advisory Board

Mark Paez, Planner
Port of San Francisco

Paul Maltzer, Environmental Review Officer
San Francisco Planning Department

Amit Ghosh, Chief, Citywide Policy,
San Francisco Planning Department

Michael Kometani, Planner
San Francisco Planning Department

Mark Ryser, Board Member
San Francisco Beautiful

The Planning Department timeline for the completion of the survey is as follows:

1. December 5, 2001 public hearing and possible recommendation for endorsement by the Landmarks Preservation Advisory Board

2. December 13, 2001 public hearing and possible Planning Commission action to endorse the survey.

3. December 31, 2001 transmittal of final survey information to the State Office of Historic Preservation (SHPO).

Upon receiving the final survey, SHPO will then review its analyses and conclusions, before determining whether it meets the State's standards. If the survey meets SHPO approval, it may be used to support nominations for individual landmarks or historic districts.

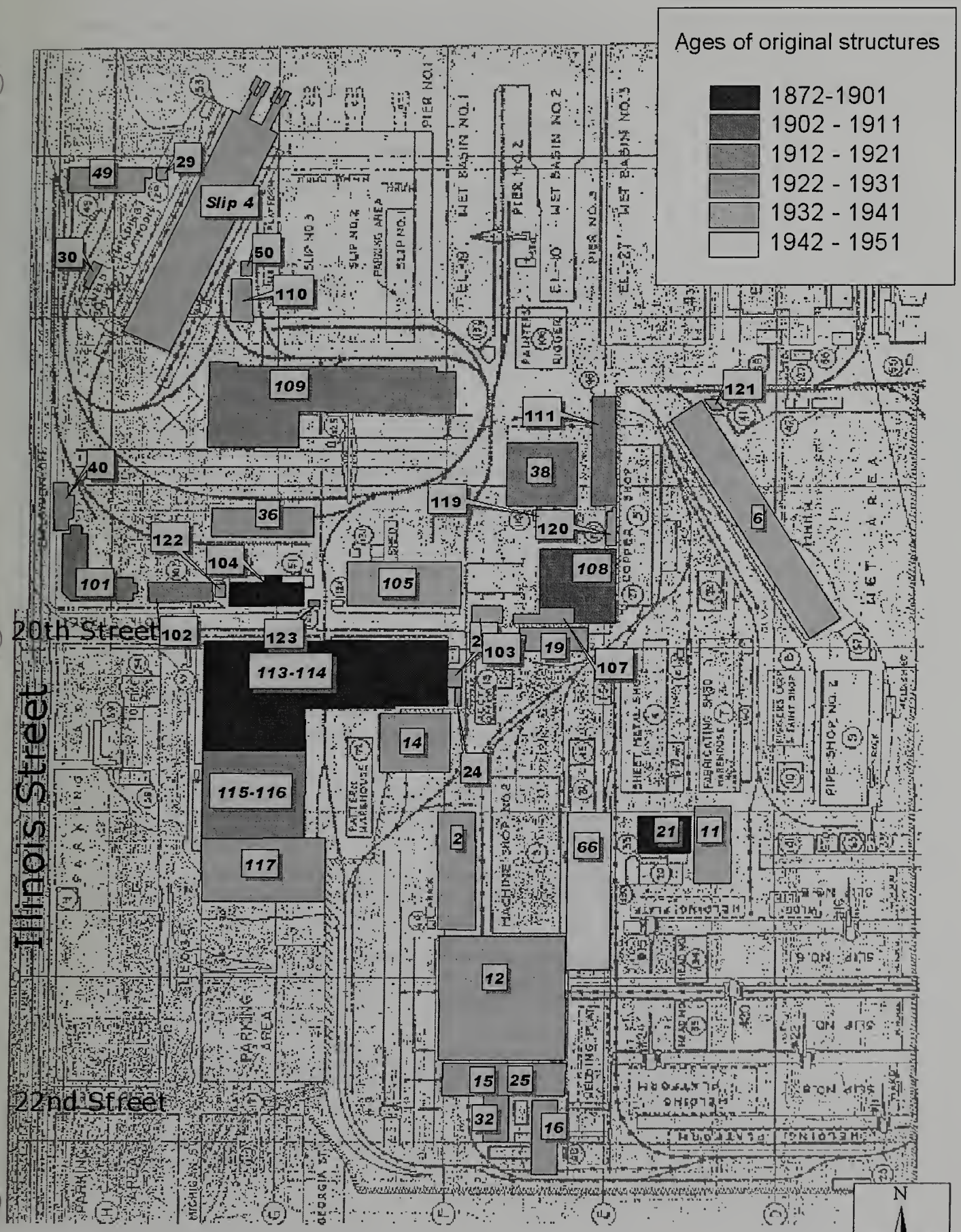
Port staff are reviewing the final survey information being prepared by the Planning Department. Staff plans on returning to the Commission on December 11, 2001 to report its findings and the discussion at the December 5th Landmarks Preservation Advisory Board meeting; and to solicit any further comments from the Commission to convey to the Planning Department or Commission, or Landmarks Preservation Advisory Board.

Prepared by Mark Paez & Diane Oshima
Planning & Development Division

Attachments

A. Pier 70 Historic Resource Survey Map
B. National Register Criteria
C. Sample of Historic Survey Forms

ATTACHMENT A



Pier 70, The San Francisco Yard of Bethlehem Steel

Source: Bethlehem Steel General Plan of 1957

THE NATIONAL REGISTER CRITERIA

Criteria: The quality of **significance** in American history, architecture, archeology, engineering, and culture is present in districts, sites, buildings, structures, and objects that possess integrity of location, design, setting, materials, workmanship, feeling, and association, and:

A. That are associated with events that have made a significant contribution to the broad patterns of our history; or

B. That are associated with the lives of persons significant in our past; or

C. That embody the distinctive characteristics of a type, period, or method of construction or that represent the work of a master, or that possess high artistic values, or that represent a significant and distinguishable entity whose components may lack individual distinction; or

D. That have yielded, or may be likely to yield, information important in prehistory or history.

Criteria Considerations: Ordinarily cemeteries, birthplaces, or graves of historical figures, properties owned by religious institutions or used for religious purposes, structures that have been moved from their original locations, reconstructed historic buildings, properties primarily commemorative in nature, and properties that have achieved significance within the past 50 years shall not be considered eligible for the National Register. However, such properties will qualify if they are integral parts of districts that do meet the criteria or if they fall within the following categories:

A. A religious property deriving primary significance from architectural or artistic distinction or historical importance; or

B. A building or structure removed from its original location but which is significant primarily for architectural value, or which is the surviving structure most importantly associated with a historic person or event; or

C. A birthplace or grave of a historical figure of outstanding importance if there is no other appropriate site or building directly associated with his or her productive life; or

D. A cemetery which derives its primary significance from graves of persons of transcendent importance, from age, from distinctive design features, or from association with historic events; or

E. A reconstructed building when accurately executed in a suitable environment and presented in a dignified manner as part of a restoration master plan, and when no other building or structure with the same association has survived; or

F. A property primarily commemorative in intent if design, age, tradition, or symbolic value has invested it with its own historical significance; or

G. A property achieving significance within the past 50 years if it is of exceptional importance.

State of California — The Resources Agency
DEPARTMENT OF PARKS AND RECREATION
PRIMARY RECORD

Primary #
HRI #
Trinomial
NRHP Status Code
Other Listings
Review Code Reviewer Date

 Resource name(s) or number(assigned by recorder) Bethlehem Steel Co. Layout Yard (Building #15)

P1. Other Identifier: 55
***P2. Location:** ☐Not for Publication ☒Unrestricted ***a. County** San Francisco
***b. USGS 7.5' Quad** San Francisco North, CA 1995
***c. Address** San Francisco Yard, Pier 70 **City** San Francisco **Zip** 94107
***e. Other Locational Data:** Assessor's Parcel Number Block: 4052 Lot: 1
See accompanying location map under building #15

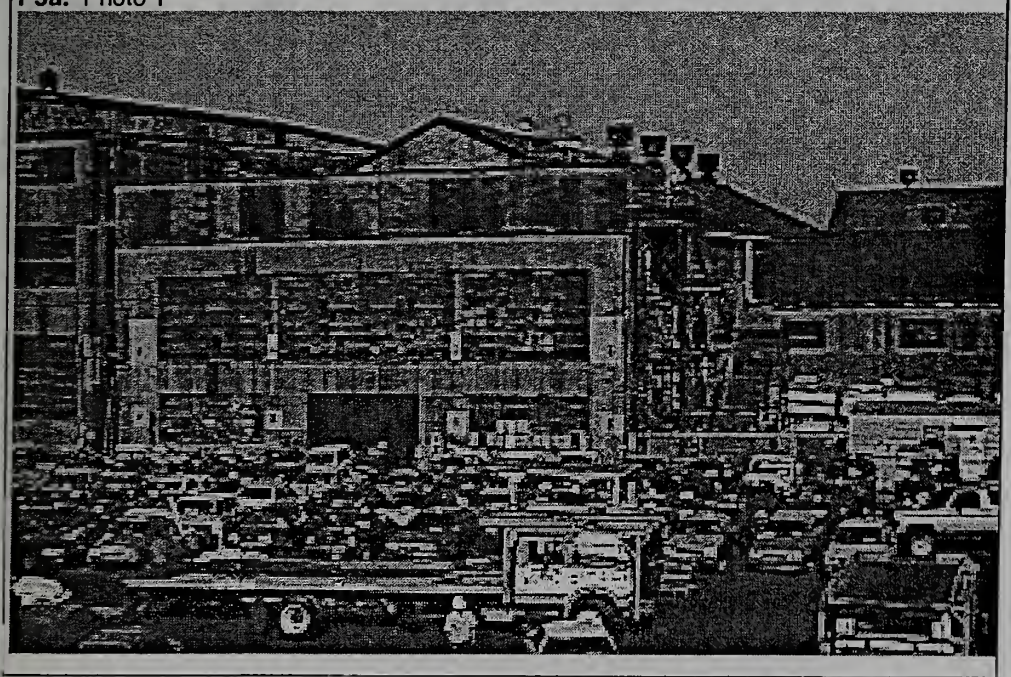
***P3a. Description:** (Describe resource and its major elements. Include design, materials, condition, alterations, size, setting, and boundaries.)

This large, one-story warehouse is steel frame construction with corrugated metal panel walls. It is attached to four other warehouses, three to the south (#32, #25, and #16) and one to the north (#12). The only exposed areas of this warehouse are the western and eastern ends. The upper portion of the western façade features a plain steel parapet above a continuous band of multi-light, steel sash pivot windows that is seven lights high and covers almost the entire width of the façade. The three bays of this façade are articulated more clearly on the lower portion, which features two outer bays of multi-light, steel sash windows that are four lights high with metal sills and a center bay with a large roll-up steel door and a metal pedestrian door with windows. Three bays are exposed on the western end of the southern façade which features on the upper portion, a continuous band of multi-light, fixed pane steel sash windows that are four lights high. A similar band of windows is located closer to the ground level and is interrupted by a large opening in the center bay. Attached to the exterior of the western bay is a metal staircase leading to the flat portion of the roof that houses mechanical equipment. The eastern end of the southern façade is very plain with no openings. The upper portion of the eastern façade features a band of multi-light, steel sash pivot windows with sills and the lower portion contains a roll-up steel door and multi-light, steel sash pivot windows. A fire escape is located on the exterior of this façade in the gable. Four vents are located on the spine of the gabled roof.

This building appears to be in fair condition.
***P3b. Resource Attributes:** (list attributes and codes) HP 8 Industrial Building

***P4. Resources Present:** ☒Building ☐Structure ☐Object ☐Site ☐District ☒Element of District ☐Other

P5a. Photo 1



P5b. Photo: (view and date)
View looking northeast.
03-22-2001

***P6. Date Constructed/Age and Sources:** ☒historic
1941 – General Plan, Bethlehem Steel Co.

***P7. Owner and Address:**
Port of San Francisco
Pier 1
San Francisco, CA 94111

***P8. Recorded by:**
Planning Department
City & County of San Francisco
1660 Mission Street, 5th Floor
San Francisco, CA 94103

***P9. Date Recorded:** 03-26-2001

***P10. Survey Type:**
Intensive

***P11. Report Citation:** (Cite survey report and other sources, or enter "none")
General Plan, Bethlehem Steel Co., Shipbuilding Division, January 1957

***Attachments:** ☐None ☐Location Map ☐Sketch Map ☒Continuation Sheet ☒Building, Structure, and Object Record
☐Archaeological Record ☐District Record ☐Linear Feature Record ☐Milling Station Record ☐Rock Art Record
☐Artifact Record ☐Photograph Record ☐ Other (list)

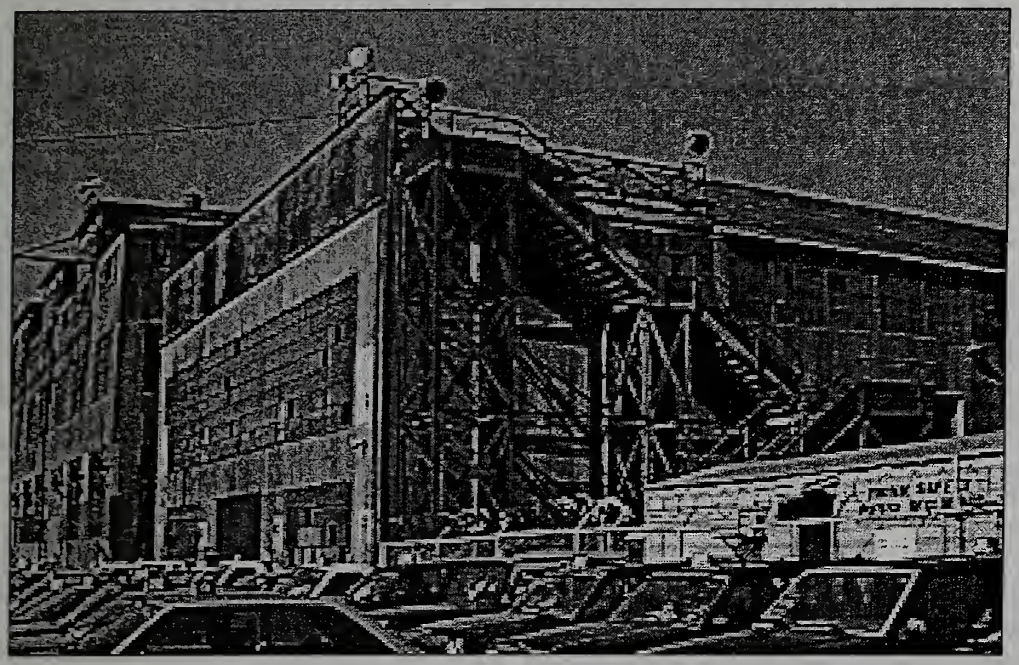


Photo 2. View looking northeast.

Photo 3. View looking northwest. Building #15 is the one with the gabled roof in the center of the photograph.

State of California — The Resources Agency
DEPARTMENT OF PARKS AND RECREATION

Primary #_____
HRI#_____

BUILDING, STRUCTURE, AND OBJECT RECORD

*NRHP Status Code 3D

*Resource Name or # Bethlehem Steel Co. Layout Yard (Building #15)

B1. Historic name: Bethlehem Steel Co. Layout Yard (Building #15)
B2. Common name: Bethlehem Steel Co. Layout Yard (Building #15)
B3. Original Use: Layout Yard
B4. Present use: Unknown
*B5. **Architectural Style:** International
*B6. **Construction History:** (Construction date, alterations, and date of alterations)
Constructed in 1941 on land formerly occupied by Irish Hill.

*B7. **Moved?** ☒No ☐Yes ☐Unknown **Date:**_____ **Original Location:**_____
*B8. **Related Features:** Bethlehem Steel complex buildings

B9a. Architect: Unknown
b. Builder: Unknown
*B10. **Significance: Theme** Industrial Development and Settlement **Area** San Francisco's Central Waterfront
Period of Significance 1854-1948 **Property Type** Industrial **Applicable Criteria** A
(Discuss importance in terms of historical or architectural context as defined by theme, period, and geographic scope. Also address integrity)

The Layout Yard Building served as an intermediate staging area for the steel panels of a vessel's hull. As the plates left the plate shop (Building 12) adjacent to the north, they would be loosely set out and numbered and checked against the molds and plans. This process assured that the welders would have the correct panels lined up for welding. This would occur on either one of the welding platforms, if sectionally assembled, or directly on the hull of the ship in one of the slips adjacent to the east.

The Bethlehem Steel/WWII period of significance covers the years 1940-1945. This period was one of cooperation between the federal government and the Bethlehem Steel Corporation. The buildings were, in most cases, designed, built and owned by the government on joint-Bethlehem Steel and government-owned land. This period of significance includes at least twenty-five buildings, structures and objects. In 1940, the Board of Supervisors closed the streets within Block 4052 with Resolution #1376, thereby allowing the construction of more buildings on vacant land freed by the street vacation for the increased production of military vessels for WWII.

The San Francisco Yard is an area of both local and national significance. It is eligible under criterion A, for significant events and criterion B, for significant individuals. Some of the buildings also appear individually eligible under criterion C, for architectural merit. The San Francisco Yard is important nationally as a contributor to three war efforts: the Spanish American War, World War I and World War II. Locally, the yard is representative of one of San Francisco's earliest industrial plants. The property contributes to a historic district that has been fully documented according to the California Office of Historic Preservation. The resource also appears eligible for district listing in the National Register.

Building 15 retains integrity of location, design, setting, materials, workmanship, feeling, and association.

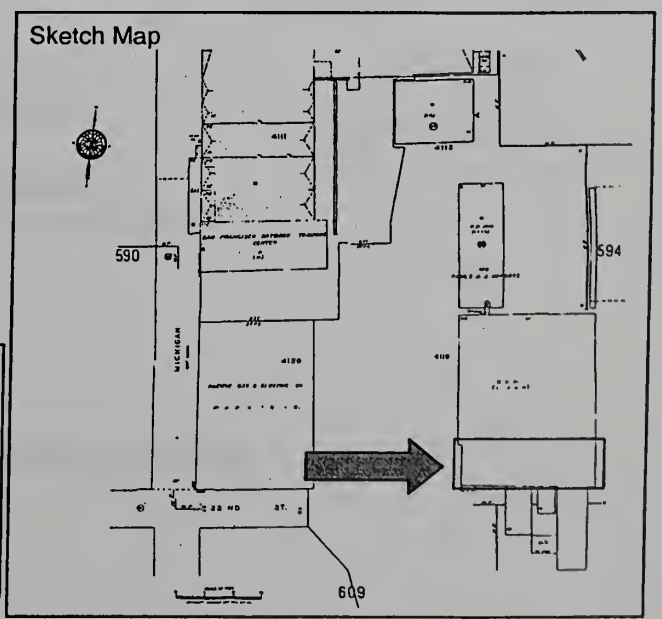
B11. Additional Resource Attributes: (List attributes and codes)
*B12. **References:**
Sanborn maps 1886, 1900, 1915, 1920, 1998, Bethlehem Steel General Plan (1957), Todd Shipyards General Plan (1983), aerial photographs: 1948, 1959, 1964, and 2000.

B13. Remarks:

*B14. **Evaluator:**
Tim Kelley, historian, Central Waterfront Survey Advisory Committee
*Date of Evaluation:
July 20, 2001

(This space reserved for official comments.)

Sketch Map



*Required information

F
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SAN FRANCISCO
PORT COMMISSION

NOVEMBER 13, 2001
MINUTES OF THE REGULAR MEETING

DOCUMENTS DEPT.

DEC - 6 2001

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HON. PIUS LEE

DOUGLAS F. WONG, EXECUTIVE DIRECTOR

CITY & COUNTY OF SAN FRANCISCO
PORT COMMISSION

MINUTES OF THE REGULAR MEETING
NOVEMBER 13, 2001

1. ROLL CALL

Commission President Kimberly Brandon called the meeting to order at 4:07 p.m. The following Commissioners were present: Kimberly Brandon, Brian McWilliams, Michael Hardeman and Pius Lee. Commissioner McCarthy was not present.

2. APPROVAL OF MINUTES - October 23, 2001 Regular Meeting

ACTION: Commissioner Lee moved approval; Commissioner Hardeman seconded the motion. All of the Commissions were in favor. The minutes of the October 23, 2001 meeting were adopted.

3. EXECUTIVE

A. Executive Director's Report. Mr. Wong reported the following:

Princess Cruises: Last week the staffs of Princess Cruises, Metropolitan Stevedore Company, and the Port finalized negotiations to re-deploy the *Regal Princess* from its originally planned Mediterranean cruises to San Francisco for next year's Alaskan season. This will be the largest ship to ever call San Francisco on a regular basis, embarking on 11 roundtrip voyages from May 29 through September 6, 2002. This one ship alone on its repeat pattern will add 35,000 passengers to our forecasted count for next year, and that should elevate San Francisco to over 100,000 passengers for the year. Princess ships next year will generate nearly $8 million in hotel, food, and tourism expenditures, $6 million in direct purchases of goods and services for their ships, and a payroll of nearly $5 million for local labor. Princess has been a consistent customer of the Port for more than thirty years, but this re-deployment of the Regal Princess to San Francisco couldn't come at a better time in terms of providing a boon to the City's visitor industry. Port staff and Metro would like to take this opportunity to thank Princess Cruises for their continued business and support. He also thanked Peter Dailey and his staff for their efforts on this matter.

Governmental Affairs Manager: Mr. Wong introduced and welcomed Taline Sanassarian, the Port's new Governmental Affairs Manager.

Piers 27-31: On September 12, 2001, the selected developer for the Piers 27-31 Recreation Project submitted its Preferred Alternative Project to Port staff, as required by the current Exclusive Right to Negotiate Agreement. Following that submittal, the developer made informational presentations on the proposed project to various groups, including the Port Commission on September 25th and the Port's Northeast Waterfront

Advisory Group on October 3rd. During its last two monthly meetings, the Advisory Group discussed the developer's revised proposal, and on November 8th, submitted a written evaluation for consideration by Port staff, the Executive Director and the Commissioners. Mr. Wong introduced Anne Halsted, chair of the Advisory Group, during the public comment period to give her the opportunity to address the Commission on the group's reactions to the revised proposal.

Anne Halsted indicated that Mills Corporation presented their revised proposal to the advisory group in October. The advisory group reviewed the proposal provided by Mills and analyzed it for responsiveness to the 13 conditions set forth by the Commission. Although the revised proposal is a considerable improvement over the original submittal, many details will need to be developed over time. The group's concern continues to be the size of the non-recreational uses in the project. The recreational component of the project still occupies less space than the ancillary uses. They were concerned by the lack of detail regarding the non-Y, non-boating recreation, by the extent of parking, and by the lack of definition of the public access portion of the proposal. She urged the Commission to insist on a project that provides the public benefit contemplated in the original RFP and in the 13 conditions set forth by the Commission. The final project built must be special enough to stand the test of history as a great addition to public benefits along the waterfront and truly deserving of the special location. She encouraged the Commission to keep pushing on that item so the Port won't end up with a tourist-oriented or a downtown office kind of project.

4. MARITIME

A. Request for authorization to accept and expend $95,000.00 in grant funds from the State of California Department of Boating and Waterways Abandoned Watercraft Abatement Fund in order to remove abandoned recreational watercraft along the Port of San Francisco waterfront. (Resolution No. 01-83)

Mr. John Davey, Asst. Deputy Director of Maritime, presented the item and requested Commission's approval.

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor; Resolution No. 01-83 was adopted.

5. ENGINEERING & MAINTENANCE

A. Request for authorization to execute second amendment to San Francisco Port Management Consultants (SFPMC) contract for professional services in the amount of $95,635.00 to support the Downtown Ferry Terminal Project. (Resolution No. 01-84)

Chief Harbor Engineer Nita Mizushima presented the item and requested Commission's approval.

Commissioner Brandon asked if this would be the last amendment to this project; Ms. Mizushima replied affirmatively.

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor; Resolution No. 01-84 was adopted.

6. PLANNING & DEVELOPMENT

A. Informational Presentation by San Francisco Waterfront Partners LLC of Mixed-Use Preservation Project at Piers 1½ -5.

Jennifer Sobol, Planning & Development, indicated that the project will have a quality design that is authentic to the historic maritime character of the Ferry Building Waterfront and Northeast Waterfront. The project will be designed to respect this character, to bring new commercial and maritime activity to the waterfront and to maximize public access to an enjoyment of the project's spectacular waterfront setting. The developer has filed its application for environmental review and anticipates receiving a Negative Declaration by March 1st. It has prepared and plans to file by mid-November the Part I Application with the State Historic Preservation Office which will determine eligibility for listing the buildings on the National Register of Historic Places. The development team has met with BCDC staff and the Design Review Board and is preparing the BCDC application for filing next month. The project was favorably reviewed twice by the Waterfront Design Advisory Committee and will be going back for joint DRB/WDAC review in January. The developer has undertaken soil and pile testing, structural analysis of the piers and is completing its due diligence investigation. This information will be used to refine and finalize the lease, which is under negotiation. Early next year, the Development Agreement and Lease will be presented to the Commission for final consideration.

Simon Snellgrove of San Francisco Waterfront Partners LLC indicated that the development is comprised of office space, restaurants, public access, transient berthing and guest docks. The overall development consists of 69,000 s.f. of office space, 11,000 s.f. of restaurant and cafes and 1,000 s.f. of ticket office for Hornblower and a design of 30,000 s.f. of additional public areas. Since this is a historic project, they will be filing an application for historic designation. Their original proposal included a bridge connecting Pier 3 and 5. They were since persuaded to eliminate the bridge in order to maximize the views from the Embarcadero to the waterfront. They have listened to the WDAC and DRB's suggestions and incorporated all their wishes with the exception of one item. A lot of people felt strongly to preserve the industrial nature of the Embarcadero and should be made a welcoming pedestrian environment. In their recent proposal, they added a continuous pedestrian walkway along the waterfront, independent of the structures, to allow the public access to the water. The two major changes that have happened in their consultation with the WDAC and DRB were the back of the buildings should be made more modern and break away from the historical character of the front and side of the building. The actual waterfront walkway was raised slightly and will have accessible ramps to allow people to get close to the water. The glass rail would create a transition to the modern building façade from the historical railings.

To summarize, San Francisco Waterfront Partner's proposal for the project is to provide first-class office space on the second floor of the bulkhead buildings with retail/restaurant uses on the first floor. There will be a fine dining restaurant at Pier 1-

½ with an outdoor deck, any oyster bar in the bulkhead portion of Pier 1-½ and a casual café at the north end of Pier 5 with outdoor seating spilling out onto the Embarcadero, and a small coffee/pastry shop in Pier 3. Hornblower's ticket office/visitor center will be located at Pier 3. Extensive public access walkways will be added on the waterside of the buildings so that visitors can be close to the water and enjoy views of the Bay and of the newly restored buildings. A guest boat dock and water taxi landing will be built at Pier 1-½. Future development anticipates boat docks at Pier 5. The buildings will be rehabilitated in accordance with the State of the Interior's standards so that the developer and the Port can take advantage of historic tax credits.

B. Request for authorization to apply for, accept and expend $200,000 in grant funds from the California Transportation Commission for the Downtown Ferry Terminal Public Pier project. (Resolution No. 01-85)

Mr. Dan Hodapp, Planning & Development, presented the item and requested Commission's approval.

ACTION: Commissioner Lee moved approval; McWilliams seconded the motion. All of the Commissioners were in favor; Resolution No. 01-85 was adopted.

C. Request for authorization to apply for, accept and expend $250,000 in grant funds from the California Transportation Commission for the Brannan Street Wharf Final Design. (Resolution No. 01-86)

Mr. Dan Hodapp, Planning & Development, presented the item and requested Commission's approval.

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor; Resolution No. 01-86 was adopted.

D. Informational Briefing on the Central Waterfront Historic Resources Survey.

Diane Oshima, Planning & Development, indicated that the Waterfront Land Use Plan's Design & Access Element includes historic preservation policies pertaining to Pier 70 historic resources. These policies recognize the historic value of the Pier 70 area; identify individual resources currently known to be historically significant; and direct future efforts to evaluate other Pier 70 historic resources and the potential for nomination for listing on the National Register. The Port has been participating in the comprehensive survey of historic and cultural resources in the Central Waterfront area, led by the San Francisco Planning Department. The survey, funded by the State Office of Historic Preservation, covers the area between Mission Bay and Islais Creek. The survey will produce a database recognized by the State and would facilitate any redevelopment efforts. The survey is intended to meet the Port's objective to produce a sound database on the Port's Pier 70 historic resources. The survey does not constitute any proposal for individual landmarks or historic districts. It provides necessary information that the Port would consider prior to any effort to nominate resources for listing on the National Register of Historic Places. This survey also would provide information on resources that are, or may be included in the Pier 70 Mixed Use

Development Project, which would benefit any efforts to seek federal tax credits to enable the preservation and rehabilitation of Pier 70 resources. The Planning Department survey effort is being conducted in accordance with the Secretary of the Interior's adopted standards and criteria for surveys and nominations to the National Register of Historic Places.

Jeffrey Tully, Planning Department Project Manager, indicated that this is the first phase in a multi-year effort to document historic neighborhoods and areas of the City. The survey advisory committee felt that the Central Waterfront and the Dogpatch areas are the key areas to begin the survey because of their location. This survey is funded by the California Office of Historic Preservation. Last year, they received $15,000 grant to survey the Central Waterfront and the Dogpatch areas . The State recognizes the importance of documenting, historically and architecturally, significant resources in the City and is providing financial backing. With the Central Waterfront survey, they examined 140 historical and architectural buildings, structures, sites and objects found within the survey boundaries i.e. 16th Street on the north, Interstate 280 on the west, Islais Creek on the south and San Francisco bay on the east. From the Planning Department's perspective, the survey data will be used to facilitate review of projects under Section 106 of the National Historic Preservation Act as well as the CA Environmental Act. Some of the benefits of being in a district or area that has been surveyed include increasing property owners potential for tax credits, grants and other preservation incentives by facilitating nomination of significant resources to local, State and National Historic Registers. They are not nominating anything but rather facilitating the opportunity for property owners to nominate resources to either the local, State or the National Register. They also make it possible, through the survey, for property owners to request provisions of the State Historic Building Code as far as maintenance, protection, preservation and providing some flexibility to that Code when examining character defining features on historic resources. There is some flexibility of using the State Building Code when it comes to resources that had been surveyed and that had been placed on the State Inventory or Database, CHRIS, (California Historic Resource Inventory System). The resources from the Central Waterfront and the Dogpatch survey areas will be placed in the Statewide database. The Central Waterfront and Dogpatch Survey findings may facilitate protection of significant resources under Article 10 of the Planning Code which specifically addresses historic resources and their designation through local ordinances. The Planning Department will look at the Central Waterfront and Dogpatch survey at their December 13the Planning Commission meeting. One of the conditions of receiving the State grant is that the local governing body endorses the survey findings. The process could end with the Planning Commission endorsing the survey findings. He hoped that the work they have done is the next step in the process of the Port potentially considering the area as a historic district from a national perspective.

Charles Chase, SF Architectural Heritage Executive Director, member of the Pier 70 Advisory Committee and evaluator of the survey, indicated that it was a great opportunity to see not only the individual property owners but as well as Port staff to talk about the broader spectrum of the incentives around historic preservation and the identification of those resources. The Pier 1-½ to 5 project referenced the use of the investment tax credit for development along the waterfront. This would provide the opportunity for that to happen. It would also provide Port staff, Planning staff and potential developers of property within the survey areas have a baseline information.

This survey would be a valuable resource for Port staff to use. He urged the Commission support staff's efforts.

Diane Oshima pointed out Port staff are reviewing the final survey information prepared by the Planning Department. Staff plans on returning to the Commission on December 11 to report its findings and the discussion at the December 5th Landmarks Preservation Board meeting and to solicit further comments from the Commission to convey to the Planning Department or Commission or the Landmarks Preservation Advisory Board. Ms. Oshima thanked Mark Paez for his efforts on this project.

Commissioner Brandon asked when the survey would be completed. Ms. Oshima replied that the survey is essentially complete. She, Mark together with Charles Chase and others will be reviewing the survey.

Commissioner Brandon asked which Port sites were included in the survey being recommended for historic preservation. Ms. Oshima replied that the survey includes Port property located at Pier 70, SWL 343 and 345 including 555, 651 and 671 Illinois Street, and the Copra Crane located on the north bank of Islais Creek.

Commissioner Brandon asked what other sites are being proposed. Ms. Oshima replied that staff has not done a site-by-site recitation in the staff report but a map is included in the report showing the proposed areas. A research sheet for every single historic resource is also available.

Commissioner Brandon asked about the proposal being proposed to the Planning Commission. Ms. Oshima replied that the Planning Commission will be signing off on the survey itself specifically on the Pier 70 building. For other buildings in the central waterfront area, the Planning Commission will hold a hearing to determine whether the integrity of the new information in this survey is vital and pertinent in terms of the State's Preservation Office. They will review all the research and then come back to the Planning Department to see if there are further refinements that need to be made. In the end, they are shooting for a database of information about the historic resources in the area including the Pier 70 building. It will be information that will be accessible in the future should there be any proposals for National Register listings. Staff anticipates that those buildings and others in the site planning process would be included in the first phase of the National Register of Nomination in order to access tax credits.

Commissioner Brandon asked if the Planning Commission will adopt the survey. Mr. Tully replied that the Planning Commission will not adopt the survey; they will only endorse the survey. The Landmarks Preservation Board will also review the survey and go back to the Planning Commission to further endorse the survey.

Commissioner Brandon indicated that it would be appropriate for the Port Commission to see what the Planning Commission is endorsing. Ms. Oshima replied that staff would provide that information to the Commission at its December 11th meeting.

Commissioner Lee inquired if all the buildings at Pier 70 are designated as historical landmarks, would the Port be able to develop Pier 70 in the future and if there are any restrictions for development.

Mr. Chase replied that this process does not landmark a building. It does not separate the buildings out and make them untouchable. It informs the development community and the Planning Department as to the information that moves forward in the development process so that there is the opportunity of using the State Historic Building Code if it is available to them or tax incentives as Pier 1 has utilized.

Ms. Oshima added that there is flexibility in demolishing one of those resources. The Port would have to go through additional environmental review and EIR level analysis to evaluate what the impacts would be if one of the historic buildings is demolished. This survey does not trigger that. That has already been triggered by the fact that the Pier 70 buildings are recognized as important historic buildings. Once that information is made available, the decision-makers are free to make the decision to demolish a building but an additional level of review would be required.

Commissioner McWilliams indicated that the Commission had discussions about another dimension of this process regarding buildings of historical, cultural and labor history that is relevant to not only in that area but other areas in the City. They had discussions about identifying those and making sure that they're noted as resources. He inquired if the Planning Department has done any research in that area and incorporate them into the report.

Mr. Tully indicated that outside of the Pier 70 area, they looked at some buildings on Third Street that were home to some early unions. They identified those as potentially eligible for the National Register because of their association with the labor movement at Pier 70. They have documented those buildings and they are part of the larger central waterfront survey area. The Landmarks Board has written a context statement on the labor movement in San Francisco so they always make reference back to that. The Planning Department would like to consider anything the Port Commission has done as part of their research. It's a fascinating area of history and something that needs to be studied more in-depth.

Commissioner Brandon thanked Diane, Jeff and Charles for their work and looked forward to seeing the finish product.

7. NEW BUSINESS/PUBLIC COMMENT

Capt. Rene Peinado, a Port tenant operating a maritime consulting and construction business at 101 Embarcadero, indicated that they've had some problems with ventilation in the building. They have tried to work out a resolution of getting the ventilation fixed or allowing them to get out of their lease with the property management staff but have come to an impasse with the staff. They would like to get out within the next month but has not received any response from Port staff. Since he would like to keep a good relationship with the Port, he made a plea to the Commission for consideration of their lease.

In response to Commissioner Brandon's inquiry regarding the staff person Mr. Peinado was working with, he replied that it was Mr. Dempsey. Commissioner Brandon asked the Executive Director to investigate this matter.

8. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor.

At 5:10 p.m., the Commission withdrew to executive session to discuss the following:

B. CLOSED SESSION

(1) CONFERENCE WITH LEGAL COUNSEL REGARDING EXISTING LITIGATION MATTERS (DISCUSSION ITEMS):

a. Discuss existing litigation matters pursuant to subdivisions (a) and (d) of the California Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d) (3 cases).

- As Plaintiff: CCSF v. Commonwealth Ins. Co. , et al., Santa Clara Superior Court Case No. CV 794046. Action filed October 22, 1999.
- As Defendant: F. Alioto Company, Inc. et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 318360. Action filed January 25, 2001.
- As Defendant: Lolman Enterprises, Inc., et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 325033. Action filed September 28, 2001. **This item was taken off the calendar.**

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION (DISCUSSION ITEM):

One Case: On January 13, 2001, the Port sold its drydock facility, known as Drydock #1, to a purchaser. Subsequent to the sale, the purchaser filed a claim, alleging that the Port failed to disclose material facts concerning the drydock, and claiming damages in excess of $191,000. The Port has denied the claim, and has agreed to submit the matter to non-binding mediation.

(3) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Pier 27-31
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*The Mills Corporation: Steven J. Jacobsen

b. Property: Bryant Street Pier
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*San Francisco Cruise Terminal LLC: Glen Elkington

c. Property: Pier 7
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Waterfront Restaurant: Al Falchi
This item was taken off the calendar.

d. Property: Pier 23
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Pier 23 Café: Flicka McGurrin
This item was taken off the Calendar.

9. RECONVENE IN OPEN SESSION

At 8:00 p.m., the Commission returned from executive session and reconvened in open session.

ACTION: Commissioner Hardeman moved approval to not disclose any information discussed in executive session. Commissioner Lee seconded the motion. All of the Commissioners were in favor.

10. ADJOURNMENT

The meeting was adjourned at 8:00 p.m.

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PORT COMMISSION

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REGULAR MEETING
4:00 P.M., TUESDAY, DECEMBER 11, 2001
BAYSIDE CONFERENCE ROOM
PIER 1, SAN FRANCISCO, CA 94111

AGENDA

1. **ROLL CALL**

2. **EXECUTIVE SESSION**

   A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

   B. CLOSED SESSION

      (1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
      This session is closed to any non-City/Port representative. *

      a. Property: Illinois Street and 16th Street
      Person Negotiating: Port: Nita Mizushima, Chief Harbor Engineer
      *Catellus Development Corporation: Eric Harrison

      Under Negotiation: ___ Price ___ Terms of Payment X Both
      An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Illinois Street and 16th Street.

3. **RECONVENE IN OPEN SESSION**

   A. Possible report on actions taken in closed session pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

   B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

4. **APPROVAL OF MINUTES** - November 13, 2001 Regular Meeting

5. **EXECUTIVE**

   A. Executive Director's Report
   - Architectural Heritage Foundation
   - Holiday Party

B. Request for approval of naming the right-of-way north of Jefferson Street connecting to Pier 47 at Fisherman's Wharf "Al Scoma Way." (Resolution No. 01-93) (Staff report provided to the Commission.)

6. CONSENT

A. Request for authorization to accept and expend $400,000 in grant funds from the California State Coastal Conservancy for the Downtown Ferry Terminal Public Pier Project. (Resolution No. 01-94) (Staff report provided to the Commission.)

B. Request for approval of Sublease and Related Documents necessary to accommodate use of the 20% Historic Preservation Tax Credit by Ferry Building Investors, LLC, the Port's tenant under the Ferry Building Ground Lease, dated April 10, 2001. (Resolution No. 01-97) (Staff report provided to the Commission.)

C. Request for authorization to execute the Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan) regarding Rail Access to Pier 80 (Resolution No. 01-98) (Staff report provided to the Commission.)

7. OPERATIONS

A. Request for approval of Commendations for Employees selected for Employee Recognition Awards in Calendar Year 2001. (Staff report provided to the Commission.)

- Ellen Abels (Resolution No. 01-87)
- Tom Petersen (Resolution No. 01-88)
- Shawna Anderson (Resolution No. 01-89)
- Louise Anderson (Resolution No. 01-90)
- Denise Martinez (Resolution No. 01-91)
- Derek Freeman (Resolution No. 01-92)

8. MARITIME

A. Request for approval to authorize the Executive Director to submit a sub-zone application for Ultramar Inc. to the Foreign-Trade Zones Board. (Resolution No. 01-96) (Staff report provided to the Commission.)

9. PLANNING & DEVELOPMENT

A. Request for approval of Schematic Design Plan for development of Pier 45 Shed C with fish processing facilities, adoption of environmental review and project approval findings, and authorization to apply for, accept and expend funding from the California Technology, Trade and Commerce Agency, and to enter into a funding agreement with the agency, including a provision to hold the State harmless from claims and losses arising out of the project. (Resolution No. 01-95) (Staff report provided to the Commission.)

NOTE: The environmental impacts were addressed in the Hyde Street Fishing Harbor/Pier 45 Sheds A and C Final Environmental Impact Report ("Hyde Street FEIR") on December 12, 1996, and the Port of San Francisco Waterfront Land Use Plan Final Environmental Impact Report ("Waterfront Plan FEIR") on January 9,1997, pursuant to the California Environmental Quality Act (CEQA).

B. Request authorization for Port staff to forward comments to the San Francisco Planning Department Staff and Planning Commission on the Central Waterfront Historic Resources Survey Status Report. (Resolution No. 01-99) (Staff report provided to the Commission.)

10. NEW BUSINESS/PUBLIC COMMENT

Public comment is permitted on any matter within Port jurisdiction and is not limited to agenda items. Public comment on non-agenda items may be raised during New Business/Public Comment. A member of the public has up to three minutes to make pertinent public comments before action is taken on any agenda item and during the new business/public comment period. It is strongly recommended that public comments be submitted in writing so they can be distributed to all Commissioners for review. Please fill out a speaker card and hand it to the Commission Secretary. If you have any question regarding the agenda, please contact the Commission Secretary at 274-0406.

11. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

B. CLOSED SESSION

(1) CONFERENCE WITH LEGAL COUNSEL REGARDING EXISTING LITIGATION MATTERS (DISCUSSION ITEMS):

a. Discuss existing litigation matters pursuant to subdivisions (a) and (d) of the California Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d) (2 cases).

- As Defendant: CIC Associates, Inc. v. N. John Douglas; Information Network Radio, Inc.; San Francisco Port Commission, et al., S.F. Superior Court Case No. 317532. Action filed December 19, 2000.
- As Defendant: F. Alioto Company, Inc. et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 318360. Action filed January 25, 2001.

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION MATTER (DISCUSSION ITEM):

One Case: On January 13, 2001, the Port sold its drydock facility, known as Drydock #1, to a purchaser. Subsequent to the sale, the purchaser filed a claim, alleging that the Port failed to disclose material facts concerning the drydock, and

claiming damages in excess of $191,000. The Port has denied the claim, and has agreed to submit the matter to non-binding mediation.

(3) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Pier 7
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Waterfront Restaurant: Al Falchi

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 7.

b. Property: Pier 27 Administration Building
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Flying Dutchman Inc.: James Vierling

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 27.

c. Property: Pier 27 Administration Building
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*You & Leisure Travel: Carlos Afre

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 27.

d. Property: Pier 27
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Mayor's Office of Economic Development: Ken Harrington

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 27.

e. Property: Rincon Park
Person Negotiating: Port: Alex Lee, Director of Engineering/Maintenance
*San Francisco Redevelopment Agency: Amy Neches

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Rincon Park, on The Embarcadero between Howard and Harrison Streets.

f. Property: Bryant Street Pier
Person Negotiating: Port: Byron Rhett, Director of Planning & Development

*San Francisco Cruise Terminal LLC: Glen Elkington

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at the Bryant Street Pier.

g. Property: Pier 27-31
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*The Mills Corporation: Steven J. Jacobsen

Under Negotiation: ___ Price ___ Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at Pier 27-31.

h. Property: The Ferry Building
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*Ferry Building Investors, LLC: Terry Reagan

Under Negotiation: ___ Price ___Terms of Payment _X_ Both
An executive session has been calendared to give direction to staff regarding real estate negotiations for Port property located at The Ferry Building.

12. RECONVENE IN OPEN SESSION

A. Possible report on actions taken in closed session pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

B. Vote in open session on whether to disclose any or all executive session discussions pursuant to Government Code 54957.1 and San Francisco Administrative Code 67.12.

13. ADJOURNMENT

Staff Reports: Explanatory Documents available to the public are posted on the Port's Website at www.sfport.com.

DECEMBER 2001/JANUARY 2002
CALENDAR OF UPCOMING PORT MEETINGS - OPEN TO THE PUBLIC

Date	Time	Group	Location
December 11	4:00 p.m.	Port Commission	Bayside Conference Room @ Pier 1
January 8	4:00 p.m.	Port Commission	Bayside Conference Room @ Pier 1
January 22	4:00 p.m.	Port Commission	Bayside Conference Room @ Pier 1

NOTES:
The San Francisco Port Commission meets regularly on the 2nd and 4th Tuesday of the month at 4:00 p.m., unless otherwise noticed, in the Bayside Conference Room @ Pier 1. Contact Amy Quesada at 274-0406 to be placed on the mailing list for Commission meeting agenda. ***The Commission Agenda and staff reports are also posted on the Port's Website @ www.sfport.com.***

The Fisherman's Wharf Waterfront Advisory Group meets regularly on the 3rd Tuesday of the month. The regular meeting time and place is 9:00 a.m. at Scoma's Restaurant, Pier 47 at Fisherman's Wharf. Contact Person: Kirk Bennett @ 274-0545.

The Maritime Commerce Advisory Committee (MCAC) meets every second Wednesday of the month from 11:30 a.m. to 1:30 p.m. in the Bayside Conference Room @ Pier 1. Contact Person: Jill Simpson @ 274-0519.

The Mission Bay CAC meets regularly on the 2nd Thursday of the month, from 5:00 to 7:00 p.m. at the Mission Bay Visitor Center (255 Channel Street). Please contact Tiffany Bohee at 749-2481 for more information.

The Northeast Waterfront Advisory Group meets regularly on the 1st Wednesday of the month at 4:00 p.m. in the Bayside Conference Room @ Pier 1. Contact Person: Kirk Bennett @ 274-0545.

The Pier 70 Advisory Group meets monthly on an as-needed basis generally on the 2nd Wednesday of the month from 4 to 6 p.m. at the Potrero Campus of the California College of Arts and Crafts, Board Room, 1111 – 8th Street between Irvin and Hooper. Contact Person: Mark Paez @ 705-8674.

The Rincon Point-South Beach CAC meets regularly on the 3rd Monday of the month, from 5:00-7:00 p.m. at the South Beach Yacht Club (Pier 40 on The Embarcadero). Please contact Tiffany Bohee at 749-2481 or 749-2400 for more information.

The Southern Waterfront Advisory Committee (SWAC) meets every 4th Monday of the month. Location to be determined. Contact Person: Diane Oshima @ 274-0553.

The Waterfront Design Advisory Committee meets the 3rd Tuesday of the month from 11 a.m. to 1 p.m. in the Bayside Conference Room @ Pier 1. Contact Person: Dan Hodapp @ 274-0625.

Port Website: Check out the Port's Website at **www.sfport.com.**

ACCESSIBLE MEETING INFORMATION

Getting to Pier 1:
Pier 1 on the Embarcadero, at the foot of Washington St. The Embarcadero Station is the closest BART and MUNI Metro stop, located below Market St. at Drumm & Spear Streets. The nearest F-Line streetcar stop is on the Embarcadero at Washington St. MUNI bus lines serving the Pier 1 area are the 9, 31, 32 and 71. For more information about MUNI accessible services, call (415) 923-6142.

The nearest accessible parking is provided in the following off-street pay lots:
A) 1 space in the surface lot on the west side of the Embarcadero at Washington St.
B) 3 spaces in the Pier 1/2 lot, located on the east side of the Embarcadero between the Ferry Building and Pier 1. During business hours this lot is operated by valets
C) Hourly and valet parking in the Pier 3 lot. This lot is accessed through the Pier 3 bulkhead building entrance on the east side of the Embarcadero. This lot is located on the pier deck; adjacent to the ferry boat Santa Rosa.

Additional covered accessible off-street pay parking is available in the Golden Gateway Garage, which is bounded by Washington, Clay, Drumm and Battery Streets. Entrance is on Clay St. between Battery and Front Streets. There is no high-top van parking.

Metered street parking is available on the Embarcadero, Washington St. and Drumm St.

Pier 1:
The Port's fully accessible offices are in the west end of Pier 1. There are two public entrances; the main entrance on the west (Embarcadero), and the Port History walk entrance on the south apron. Each of these entrances is provided with an automatically operated door. Both entrances lead to the Commission Bayside meeting room. Accessible public restrooms, drinking fountains, payphone and TTY are on the first floor near the main entrance. The public spaces of the Port's offices are equipped with remote infrared signage (Talking Signs) identifying all primary entrances, paths of travel, meeting rooms and amenities. Accessible seating areas and assistive listening devices will be available in the Commission meeting room.

Accessible meeting information policy:
In order to assist the City's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the City to accommodate these individuals.

A sign language interpreter and alternative format copies of meeting agendas and other materials can be provided upon request made at least 72 hours in advance of any scheduled meeting. Contact Kevin Jensen, ADA Coordinator, at 274-0555. The Port's TTY number is (415) 274-0587.

Know Your Rights Under the Sunshine Ordinance. Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review. For more information on your rights under the Sunshine Ordinance (Chapter 67 of the San Francisco Administrative Code) or to report a violation of the ordinance, please contact Donna Hall, Administrator at 554-7724; fax 554-5163; e-mail address Donna_Hall@ci.sf.ca.us; City Hall, Room 244, One Dr. Carlton B. Goodlett Place, San Francisco, CA 94102-4689. Copies of the Sunshine Ordinance can be obtained from the Clerk of the Sunshine Ordinance Task Force, the San Francisco Public Library and on the City's Website at www.ci.sf.ca.us/bdsupvrs/sunshine.

Lobbyist Registration and Reporting Requirements. Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance (SF Campaign & Government Conduct Code §2.100) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 30 Van Ness, Suite 3900, San Francisco, CA 94102, phone (415) 581-2300 or fax (415) 581-2317; web site: www.sfgov.org/ethics.

PORT OF SAN FRANCISCO

MEMORANDUM

December 3, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Request for approval of naming the right-of -way north of Jefferson Street connecting to Pier 47 at Fisherman's Wharf **"Al Scoma Way"**

DIRECTOR'S RECOMMENDATION: APPROVE NAMING OF "AL SCOMA WAY"

On October 22, 2001, the San Francisco Board of Supervisors unanimously adopted Resolution No. 839-01 recommending that the Port of San Francisco name the right-of-way north of Jefferson Street connecting to Pier 47 "**Al Scoma Way.**" This resolution recognized Al Scoma's varied contributions to the City of San Francisco and Fisherman's Wharf over the past six decades. On November 2, 2001 the Honorable Mayor Willie L. Brown signed this resolution. On November 20, 2001, the Fisherman's Wharf Waterfront Advisory Group unanimously passed a motion recommending that the Port Commission approve naming this right-of-way "Al Scoma Way".

The Port Commission has the authority to name right-of-ways and properties under its jurisdiction. Port staff recommends that the Port Commission name the right-of-way shown on the attached map "Al Scoma Way" consistent with Board of Supervisors Resolution No. 839-01. Some of the contributions made by Mr. Scoma's are listed in the attached Resolution No. 839-01. Among these are his building Scoma's Restaurant on Pier 47 from a small coffee shop into the highest volume independent restaurant West of the Mississippi River, and his dedicated commitment to the betterment of the fishing industry and Fisherman's Wharf.

Prepared by: Kirk Bennett, Assistant Deputy Director

THIS PRINT COVERS CALENDAR ITEM NO. 5B

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-93

WHEREAS, Charter Section B3.581 empowers the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port jurisdiction, including naming right-of-ways and properties; and

WHEREAS, On October 22, 2001, the San Francisco Board of Supervisors unanimously adopted Resolution No. 839-01 recommending that the Port of San Francisco name the right-of-way north of Jefferson Street connecting to Pier 47 "Al Scoma Way," in recognition of Al Scoma's varied contributions to the City of San Francisco and Fisherman's Wharf over the past six decades; and

WHEREAS, On November 2, 200,1 the Honorable Mayor Willie L. Brown signed resolution No. 839-01; and

WHEREAS, On November 20, 2001, the Fisherman's Wharf Waterfront Advisory Group unanimously passed a motion recommending that the Port Commission approve naming the right-of way north of Jefferson Street connecting to Pier 47 "Al Scoma Way"; and

WHEREAS, the designation of the right-of-way north of Jefferson Street connecting to Pier 47, the site of Scoma's Restaurant, is an appropriate tribute to Mr. Scoma; therefore, now be it

RESOLVED, That the Port Commission hereby designates the right-of-way shown on the map attached as Exhibit A "Al Scoma Way".

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of December 11, 2001.

_____
Secretary

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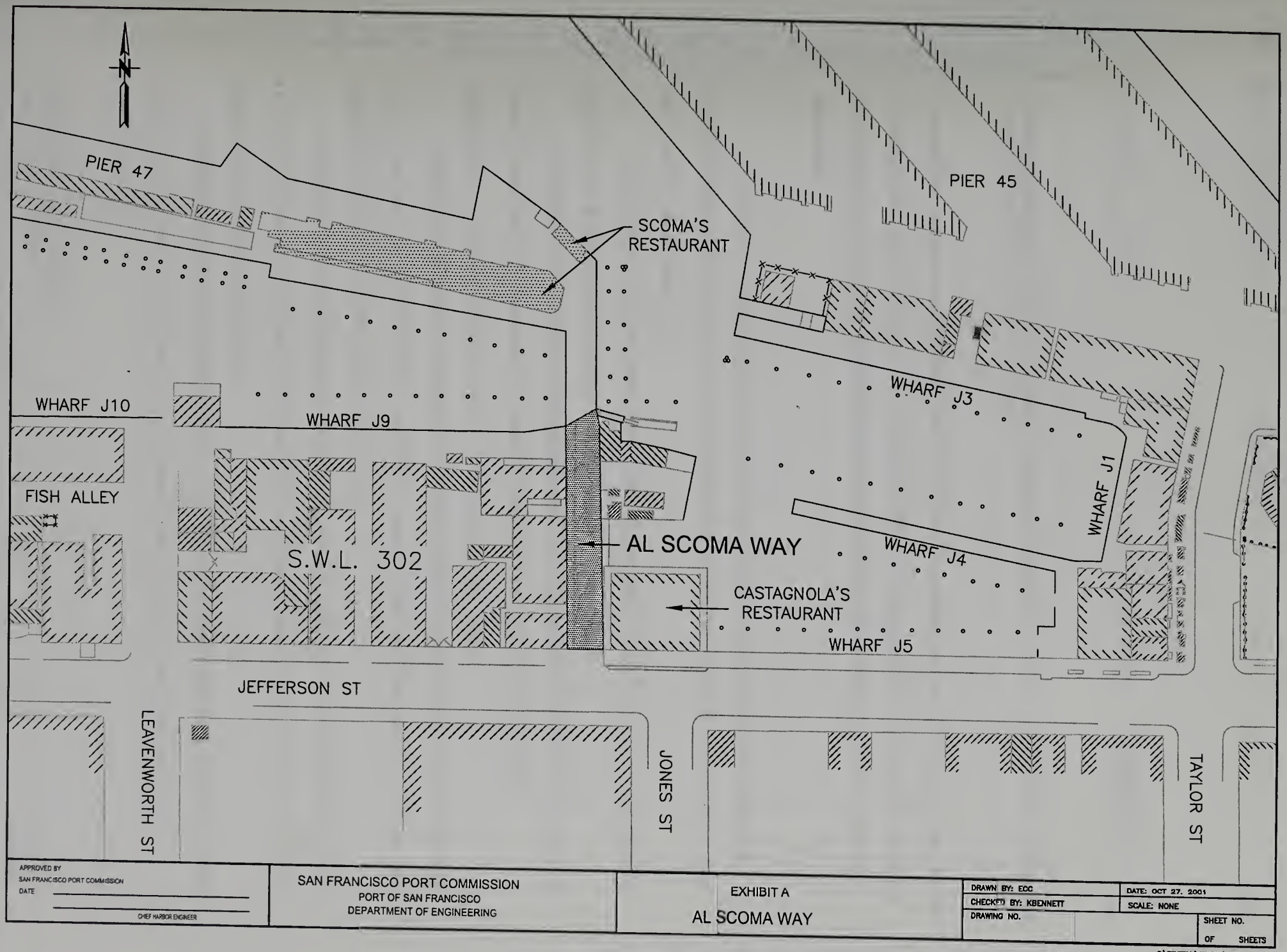

APPROVED BY SAN FRANCISCO PORT COMMISSION DATE _____ CHIEF HARBOR ENGINEER	SAN FRANCISCO PORT COMMISSION PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING	EXHIBIT A AL SCOMA WAY	DRAWN BY: ECC CHECKED BY: KBENNETT DRAWING NO.
			DATE: OCT 27, 2001 SCALE: NONE SHEET NO. OF SHEETS

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FILE NO. 011871 RESOLUTION NO. 839-01

[Recommendation to the Port of San Francisco to identify the Right of Way north of Jefferson Street to Pier 47 as "Al Scoma Way".]

Resolution recommending that the Port of San Francisco name the Right of Way north of Jefferson Street to Pier 47 as "Al Scoma Way", in recognition of Al Scoma's varied contributions to the City of San Francisco and Fisherman's Wharf over the past six decades.

WHEREAS, Al Scoma began his legendary food service career in San Francisco during the late 1940s upon his release from the Navy after World War II, working for a local meat and fish business, and

WHEREAS, during the early 1950's, Mr. Scoma served the City of San Francisco for five years as a City Health Inspector of local restaurants and bars;

WHEREAS, Employing knowledge gained from his work with the City and on the front lines of meat and fish business, Mr. Scoma joined five other partners in founding Castignola's—a legendary restaurant on Fisherman's Wharf; and,

WHEREAS, thirty five years ago, Mr. Scoma decided to set out on his own, opening a six-stool coffee shop with his brother Joe called Scoma's Seafood Restaurant, which served local fisherman seafood and burger lunches; and,

WHEREAS, over the past four decades, Scoma's Seafood Restaurant has grown from a tiny coffee shop into a 350-seat, internationally acclaimed restaurant serving over 450,000 residents and visitors annually; and

WHEREAS, over the past six decades, Al Scoma has enriched the Fisherman's Wharf community with visionary business and community leadership and abundant personal character, and

WHERAS, Al Scoma's life represents a classic San Francisco success story of hard work, commitment and community-mindedness; and

WHEREAS, the Right of Way north of Jefferson Street to Pier 47 cuts through the heart of Fisherman's Wharf and has not been formally named, but rather is informally known as "Jones Alley" because it is across the street and slightly offset from the northern end of Jones Street, therefore be it

RESOLVED, That the Board of Supervisors recommends that Right of Way north of Jefferson Street to Pier 47— known informally as "Jones Alley" because it is across the street and slightly offset from the northern end of Jones Street— as "Al Scoma Way," in recognition of his varied contributions to the City of San Francisco and the city's Fisherman's Wharf over the past six decades.

City and County of San Francisco

Tails

Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 011871 **Date Passed:**

Resolution recommending that the Port of San Francisco name the Right of Way north of Jefferson Street to Pier 47 as "Al Scoma Way", in recognition of Al Scoma's varied contributions to the City of San Francisco and Fisherman's Wharf over the past six decades.

October 22, 2001 Board of Supervisors — ADOPTED

Ayes: 8 - Ammiano, Daly, Hall, Maxwell, Newsom, Peskin, Sandoval, Yee
Absent: 3 - Gonzalez, Leno, McGoldrick

File No. 011871

I hereby certify that the foregoing Resolution was ADOPTED on October 22, 2001 by the Board of Supervisors of the City and County of San Francisco.

Grégoire Hobson
for Gloria L. Young
Clerk of the Board

NOV 02 2001
Date Approved

Mayor Willie L. Brown Jr.

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Authorization to accept and expend $400,000 in grant funds from the California State Coastal Conservancy for the Downtown Ferry Terminal Public Pier project.

DIRECTOR'S RECOMMENDATION: APPROVE RESOLUTION AUTHORIZING EXECUTIVE DIRECTOR TO ACCEPT, AND EXPEND GRANT FUNDS FROM THE CALIFORNIA STATE COASTAL CONSERVANCY FOR THE FERRY TERMINAL PUBLIC PIER PROJECT.

Project Description. A component of the Downtown Ferry Terminal is the breakwater that was recently constructed to the south of the Agriculture Building. The breakwater is designed to protect the south ferry berths from winter storm surge, making ferry service possible in most all weather conditions. The proposed Downtown Ferry Terminal "Public Pier" project would finish the top of the breakwater with public pedestrian improvements and connect it to Herb Caen Way (the Embarcadero Promenade).

The proposed Public Pier would take advantage of its unique condition, taking a needed breakwater and making it a landmark open space where the public can appreciate the Bay. An approximatley 100-foot pier extension would be constructed to connect the freestanding breakwater to the Embarcadero Promenade, and a circular terminus would be added at the other end of the pier, 600-feet out into the Bay. Visitors would be able to walk out into the Bay and view interpretive information about ferry activities, Bay currents, and Bay habitat, and enjoy views back to the City and Bay Bridge.

This Print Covers Calendar Item No. 6A

The breakwater is designed and built to support public access. The concrete topping slab installed on the breakwater is the final finished pavement for the public pier, conduit is located within the slab for pedestrian lighting, and railing brackets were placed within the topping slab.

Environmental Review. On August 8, 1997, the San Francisco Planning Department adopted a final negative declaration, finding that there is no substantial evidence that the project could have a significant effect on the environment. The Negative Declaration included the breakwater structure as well as an Embarcadero Promenade extension and a connecting 300-foot trestle structure to allow public access. A copy of the Negative Declaration is on file with the Secretary of the Port Commission for this item.

Regulatory Approvals. The Downtown Ferry Terminal Public Pier has received all its needed regulatory approvals from BCDC, the Army Corp of Engineers, and the Regional Water Quality Control Board. The Project is designed and is ready to be constructed. It is an implementation project of the Port's *Waterfront Land Use Plan*, and is supported by BCDC, the California State Coastal Conservancy, the Association of Bay Area Governments, Save San Francisco Bay Association, and other agency and citizen groups.

Project Funding. The total cost of the Public Pier improvements is estimated to be about $1.25 million. The Port was recently successful in securing several grants for this project bringing the total anticipated available funding to about $1 million. Among those is a grant of $400,000 approved by the Board of the California State Coastal Conservancy on August 2, 2001. The attached resolution would authorize the Port's Executive Director to enter into this approved grant with the State Coastal Conservancy.

Funding Sources

California Coastal Conservancy	**$400,000**
Port Capital	300,000
ABAG Bay Trail	200,000
California Resources Agency - CIAP*	105,000
DPW Departmental Funds	50,000
CA Transportation Comm EEM Grant*	200,000
Total:	$1,255,000
Total estimated project cost:	$1,250,000

* Grants not yet awarded.

Project Schedule. Upon successful completion of funding, the Port's Engineering Division would finalize the construction documents and request to bid the project in the late summer of 2002.

Commission Action. Port staff recommends that the Port Commission authorize the Executive Director to accept, and expend $400,000 in grant funds from the California State Coastal Conservancy for the Ferry Terminal Public Pier project.

Prepared by: Dan Hodapp
Senior Waterfront Planner

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-94

WHEREAS, Under Chapter 4.5 of Division 21 of the California State Public Resources Code, the State Coastal Conservancy may implement the San Francisco Bay Program for funding of projects that improve public access around the Bay; to protect, restore, and enhance scenic areas and other open-space resources of regional importance; and to help provide open-space areas that are accessible to urban populations for recreational purposes; and

WHEREAS, The Downtown Ferry Terminal Public Pier Project (the "Project") which will add public access on top of a required breakwater constructed to protect new berths from winter storm damage was found eligible for funding under the Coastal Conservancy's San Francisco Bay Program; and

WHEREAS, The Public Pier Project has received approval from both the Port and the Bay Conservation and Development Commissions; and

WHEREAS, On August 2, 2001, the Board of the California State Coastal Conservancy authorized disbursement of $400,000 in grant funds to construct the Ferry Terminal Public Pier project; and

WHEREAS, The Public Pier Project has received permits from the Bay Conservation and Development Commission, the Regional Water Quality Control Board, and the Army Corps of Engineers; and

WHEREAS, The San Francisco Planning Department adopted and issued a Final Negative Declaration (the "Negative Declaration") pursuant to the California Environmental Quality Act on August 7, 1997 and the Federal Highway Administration issued a Finding of No Significant Impact pursuant to the National Environmental Policy Act for the Downtown Ferry Terminal Project, which incorporates the Public Pier Project; and

WHEREAS, The San Francisco Port Commission has reviewed the Negative Declaration (a copy of which is on file with the Port Commission Secretary for this item) and based upon its review has determined that there is no substantial evidence that the project could have a significant effect on the environment; and

WHEREAS, Said procedures and criteria established by the California State Coastal Conservancy require a resolution certifying the approval by the applicant's governing body before entering into a grant agreement with the State; and

WHEREAS, The grant agreement contains assurances that the applicant must comply with; now, therefore be it

RESOLVED, That the San Francisco Port Commission has reviewed and considered the Negative Declaration and incorporates herein the findings made in the Negative Declaration that the Downtown Ferry Terminal Project described therein will not have a significant effect on the environment; and be it further

RESOLVED, that based on the foregoing, the Port Commission hereby finds that: (1) the Project is within the scope of the project analyzed in the Negative Declaration does not raise any important new issues about the significant effects on the environment not previously considered Negative Declaration; (2) no changes are proposed or have occurred in the Project that would require major revisions to the Negative Declaration due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; (3) no substantial changes have occurred with respect to the circumstances under which the Project is being undertaken that would require major revisions to the Negative Declaration due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; and (4) no new information of substantial importance has become available since the Negative Declaration was certified indicating that the Project will have one or more significant effects on the environment; and be it further

RESOLVED, That the San Francisco Port Commission does hereby authorize the Executive Director, to accept, and expend, Four Hundred Thousand dollars ($400,000) in State Coastal Conservancy grant funds with the State of California for the Public Pier Project; and, be it further

RESOLVED, That the Executive Director is hereby authorized to execute such additional documents or take such additional actions as is necessary to implement the construction and completion of the Project, including, if appropriate, indemnifying the State for liability associated with the Project to the extent approved by the City's Risk Manager and the City Attorney's Office.

I hereby authorize that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Approval of Sublease and Related Documents necessary to accommodate use of the 20% Historic Preservation Tax Credit by Ferry Building Investors, LLC, the Port's tenant under the Ferry Building Ground Lease, dated April 10, 2001

DIRECTOR'S RECOMMENDATION: APPROVE SUBLEASE AND RELATED DOCUMENTS

BACKGROUND

By Resolution No. 99-67, the Port Commission approved the form and substance of a Lease Disposition and Development Agreement ("LDDA") and Ground Lease with Ferry Building Investors, LLC ("Developer"), for the historic rehabilitation of the Ferry Building. The LDDA required the Developer to construct the rehabilitation consistent with the Secretary of the Interior's standards for historic rehabilitation, and to take advantage of the 20% Historic Preservation Tax Credit (the "Tax Credit"). The Tax Credit provides a significant benefit to the Port by reducing the amount of equity investment on which the Developer receives a preferred return, thereby accelerating the payments to the Port of percentage rental.

Because existing tax laws do not allow the Developer to take direct advantage of the Tax Credit, and because the Developer may not independently sell the Tax Credit, the Lease provides that the Developer may assign the Lease without Port consent to an entity solely for the purpose of taking advantage of the Tax Credit, subject to certain conditions. These conditions include review by the Port of the documents effecting the transfer, no existing defaults under the Lease, evidence that the proposed transferee is capable of performing the Lease obligations, and payment to the Port of reasonable legal expenses incurred by the Port in reviewing the proposed assignment.

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In this case, the Developer will not actually assign the Lease, but will admit to the development entity, as a 99.99% non-managing member, the Bank of America or its affiliate ("Bank of America"), who will make an equity investment of approximately $22.5 Million, which includes the available 20% tax credit of approximately $15 Million. Developer will thus continue to act as the Tenant under the Lease, subject to all of the terms and conditions thereof, including payment of Minimum Rent.

As part of the transaction, the Developer wishes to establish a separate entity that will sublease the entire Lease property from Developer to act as the operating entity and pay any Participation Rent to the Port. This new entity, known as Ferry Building Associates, LLC ("FBA") will have the same members as the current Developer except that Bank of America will not be a member. The Sublease will subject FBA to all of the terms and conditions of the Lease (other than payment of Minimum Rent and CPI Adjustment Rent which will continue to be paid by Developer). The Sublease would be for a term of approximately 20 years, although the Sublease could be merged back into the Developer's interest in the Lease if the Bank of America's membership interest in the development entity is purchased by Developer or its Affiliate pursuant to the exercise of a put/call option between Developer and Bank of America.

Developer is asking the Port to enter into a "Port's Consent to Master Tenant Sublease and Subordination, Non-Disturbance and Attornment Agreement ("SNDA"), whereby (1) the Port would consent to the Sublease to FBA, (2) the new subtenant would agree to perform all Lease obligations (other than completion of the initial improvements and payment of Minimum Rent and CPI Adjustment Rent which will continue to be performed by Developer) including payment of Participation Rent directly to the Port, and (3) the Port would agree to accept performance of the Lease obligations from FBA, without releasing Developer from its obligations under the Lease.

Although the Lease does not require Port consent to the change in control of the Developer entity (i.e., the admittance of Bank of America as the controlling member of the LLC), the Lease requires the Port to consent to subleases for more than 10,000 square feet and more than 10 years as a condition to entering into an SNDA. Therefore, Port Commission is also being sought for approval of the sublease.

RECOMMENDATION:

Port staff recommends that the Port Commission (1) approve a Sublease in such form as is approved by the City Attorney, on the terms and conditions described above, between Developer and Ferry Building Associates, LLC, and (2) authorize the Executive Director to take all such further actions as are required, in consultation with the City Attorney, to allow Developer to take advantage of the Historic Preservation Tax Credit so long as the existing obligations or liabilities of the City and Port are not materially increased, and the benefits to the Port are not materially decreased.

Prepared by: Curt Watts
Ferry Building Development Project Coordinator

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-97

WHEREAS, By Resolution No. 99-67, the Port Commission approved the form and substance of a Lease Disposition and Development Agreement ("LDDA") and Ground Lease with Ferry Building Investors, LLC ("Developer"), for the historic rehabilitation of the Ferry Building; and

WHEREAS, The LDDA required the Developer to construct the rehabilitation consistent with the Secretary of the Interior's standards for historic rehabilitation, and to take advantage of the 20% Historic Preservation Tax Credit (the "Tax Credit"); and

WHEREAS, The Tax Credit provides a significant benefit to the Port by reducing the amount of equity investment on which the Developer receives a preferred return, thereby accelerating the payments to the Port of percentage rental; and

WHEREAS, The Lease provides that the Developer may assign the Lease without Port consent to an entity solely for the purpose of taking advantage of the Tax Credit, subject to certain conditions; and

WHEREAS, Developer intends to establish a separate entity consisting of all of the existing members of Developer other than the tax credit investor to sublease the entire Lease property and to act as the operating entity, all on the further terms and conditions described in the Memorandum to Port Commissioners dated December 5, 2001 for Item 6B on file with the Port Commission Secretary; and

WHEREAS, Developer is asking the Port to enter into a "Port's Consent to Master Tenant Sublease and Subordination, Non-Disturbance and Attornment Agreement ("SNDA"), whereby (1) the Port would consent to the proposed sublease, (2) the new subtenant would agree to perform all Lease obligations (other than completion of the initial improvements and payment of Minimum Rent and CPI Adjustment Rent which will continue to be performed by Developer) including payment of Participation Rent directly to the Port, and (3) the Port would agree to accept performance of the Lease obligations from FBA, without releasing Developer from its obligations under the Lease; and

WHEREAS, the Lease requires the Port to consent to subleases for more than 10,000 square feet and more than 10 years as a condition to entering into an SNDA; now, therefore, be it

RESOLVED, That the Port Commission hereby consents to the sublease and SNDA transactions described in the Memorandum to Port Commissioners dated December 5, 2001 for Item 6B on file with the Port Commission Secretary and authorizes the Executive Director to enter into the SNDA in such final form as is approved by the City Attorney; and be it further

RESOLVED, That the Port Commission hereby authorizes the Executive Director, in consultation with the City Attorney, to take all such further action as is necessary to implement the intent of this Resolution to the extent that the obligations or liabilities of the Port or City are not materially increased, or the material benefits to the Port or City are not materially decreased.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of December 11, 2001.

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Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Request for authorization to execute the Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan) regarding Rail Access to Pier 80

DIRECTOR'S RECOMMENDATION: AUTHORIZE THE EXECUTION OF THE MEMORANDUM OF MODIFICATIONS NO. 4 (MISSION BAY SOUTH NFRASTRUCTURE PLAN).

Introduction

At its September 25, 2001, meeting, the Port Commission pursuant to Resolution No. 01-76, authorized the Executive Director to enter into a non material amendment to the existing Mission Bay South Infrastructure Plan. The non-material amendment was intended to establish the framework to allow the Port to make an election that would allow for the construction of the Illinois Street Bridge by Catellus Development Corporation ("Catellus") and would require Catellus to contribute additional funds towards the Illinois Street Bridge, subject to certain conditions.

Since that approval, Port staff has determined that it would benefit the Port to pursue design and construction of the Illinois Street Bridge directly, and the parties have not executed the previously approved non-material amendment. However, Port staff and Catellus still wish to amend the Infrastructure Plan to allow Catellus to contribute additional funds towards the Illinois Street Bridge, subject to certain conditions. Consequently, Port staff has negotiated revisions to the previously presented Non-Material Amendment and requests Port Commission approval of the revised terms of the Non-Material Amendment No. 4 on the terms described below.

Terms of Non-Material Amendment

Under Section 15.2 of the Mission Bay Interagency Cooperation Agreement, amendments to the Mission Bay South Infrastructure Plan that do no materially alter the obligations of any City

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agencies or the benefits accruing to them, do not materially increase the costs or liabilities of the City, and do not materially decrease the time periods required for review or approval by any City Agency of permits, approvals, agreements and entitlements in connection with the implementation of the Mission Bay South Redevelopment Plan and Plan Documents, may be approved by the Director of Public Works and the Mayor as a non-material amendment of the Infrastructure Plan after consultation with affected City agencies.

The terms and conditions of the proposed non-material amendment (Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan)) do not commit the Port to proceed with the Illinois Street Bridge, but merely create an opportunity for the Port to capture additional funds from Catellus if the Port elects to proceed with the Illinois Street Bridge.

The primary changes to the existing Infrastructure Plan set forth in the non-material amendment are as follows:

Catellus' Contribution. The Infrastructure Plan currently requires Catellus to relocate rail facilities within the South Plan Area that are used to provide service to the Port's primary marine terminal located at Pier 80 within the 16th Street right of way (the "16th Street Option"). The existing Infrastructure Agreement also requires Catellus to contribute $2.5 Million towards construction of the Illinois Street Bridge if within 5 years after the effective date of the Mission Bay documents, the Port has secured funding for the balance of the cost of construction and has all approvals, contracts and permits necessary to commence construction, and has agreed to abandon all rail lines within the South Plan Area upon completion of the Illinois Street Bridge.

The non-material amendment provides that, in the interest of avoiding the unnecessary expense and disruption involved in construction of the 16th Street Option and in order to capture the substantial costs of such construction for better use on the Illinois Street Bridge, Catellus will contribute to Port the estimated amount of Owner's savings in avoiding the 16th Street Option up to $1.8 Million (less certain monies already spent on the 16th Street Option) in addition to the $2.5 Million contribution referenced above. Catellus will receive credit against the $2.5 Million for certain minor costs incurred by it since September 1, 2001 through November 2001 in investigating construction of the Illinois Street Bridge.

Suspension of Rail Service. Catellus' timetable for construction of the 16th Street Option is based on Catellus' need to remove the existing rail facilities from portions of the South Plan Area scheduled for development. Therefore, the non-material amendment provides that Catellus' obligation to contribute the additional $1.8 Million is subject to Port's delivery to Catellus of a "Suspension Agreement" on or before June 1, 2002. The Suspension Agreement allows for an interruption of rail service to Pier 80 and removal of existing tracks within 16th Street for a period of time commencing no earlier than January 1, 2003 until completion of the Illinois Street Bridge. The Port must also obtain consent from Union Pacific Railroad, allowing for the suspension in rail service and removal of tracks within 16th Street.

Access to Piers 48 & 50. The Port has reserved an easement for rail access to Piers 48 and 50 within the existing Terry Francois Boulevard. The non-material amendment preserves that right

for rail access, but adjusts the alignment within Terry Francois Boulevard as relocated pursuant to the Mission Bay South Area Plan.

CPUC Approval. If Catellus proceeds with the 16th Street Option instead of the Illinois Street Bridge, Catellus must obtain approval by the California Public Utilities Commission ("CPUC"). The Port agrees to cooperate with Catellus in such effort. However, the costs incurred by Catellus in pursuing the CPUC approval are not credited towards Catellus' $4.3 Million contribution if the Illinois Street Bridge is constructed.

Termination of Illinois Street Bridge Option. If, after Port delivers the Suspension Agreement, the Port reasonably determines that the Illinois Street Bridge will not be timely constructed due to (i) the inability to obtain the necessary Regulatory Approvals, (ii) change orders or other events that result in insufficient funds available from Port, Owner and third parties, or (iii) other unforeseen circumstances, then Port may terminate the Illinois Street Bridge Option upon prior written notice to Catellus. If Port terminates the Illinois Street Bridge, then Catellus must comply with its existing obligations to provide rail service to Pier 80 via the 16th Street Option. Catellus must commence design and construction work on the 16th Street Option within thirty (30) days after the Port's notice delivered within 180 days after termination of the Illinois Street Bridge Option. Subject to further extension for force majeure or delays due to regulatory approvals or other reasons outside of Owner's control, Catellus must construct and complete the 16th Street Option within 365 days following the later of the date of Port's termination notice or the date of final approval by the CPUC of the 16th Street Option.

Port Notice. If the Port fails to deliver the Suspension Agreement, then Catellus' obligation to construct the 16th Street Option remains in effect, and there is no suspension of rail service to Pier 80.

Community Outreach

While Port staff has highlighted the need to compress the schedule to minimize the impacts of a suspension of rail service to Pier 80, the need to address local community concerns about the project has also been recognized. In addition to the public notification and meeting process required for the regulatory permits for the project, meetings with the local community are currently under way by Port staff to solicit input and concerns about the project and to evaluate those issues. The approval of the non-material amendment does not commit the Port to proceeding with the Illinois Street Bridge. The Port's issuance of an RFP or award of a contract for the Illinois Street Bridge will be subject to a subsequent Port Commission action, at a noticed public meeting.

CEQA Review

Construction of the Illinois Street Bridge was analyzed in the Southern Waterfront Supplemental Environmental Impact Report that was recently certified. Because approval of the non-material amendment does not commit the Port Commission to proceed with the Illinois Street Bridge, no findings under CEQA are required at this time. In the event the Port Commission acts in the

future to proceed with the Illinois Street Bridge, the appropriate CEQA findings will be included in the Port Commission resolution.

Recommendation.
The non-material amendment will allow the Port to secure additional funding for the Illinois Street Bridge, without major disruption to Port service. Port staff recommends that the Commission authorize the non-material amendment to the existing Mission Bay South Infrastructure Plan.

Prepared by: Nita Mizushima, Chief Harbor Engineer

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-98

WHEREAS, Pursuant to Port Commission Resolution No. 98-95 (South Interagency Cooperation Agreement) the Port Commission approved an Interagency Cooperation Agreement for the South Plan Area (the "ICA") between the City, including the Port, and the Redevelopment Agency, to facilitate implementation of the South Redevelopment Plan, which ICA set forth a framework for cooperation between the City and the Redevelopment Agency in administering the process for control and approval of subdivisions and all other applicable land use, development, construction, improvement, infrastructure, occupancy and use requirements; and

WHEREAS, The ICA also established and fixed the City regulations, policies and procedures governing such approvals within the Project Area, including the infrastructure requirements relating to the build-out of the project; and

WHEREAS, The Mission Bay South Infrastructure Plan, attached as an exhibit to the ICA together with the regulations adopted under the Mission Bay Subdivision Ordinance, establishes the design and construction standards, performance criteria and specifications governing Catellus' responsibility for public infrastructure within the South Plan Areas; and

WHEREAS, The Infrastructure Plan keeps open the Port's ability to construct (at no cost to Catellus) future rail access to Pier 48 and 50, and provides for continued freight access to Pier 80, stating that alternative future rail access to Pier 80 may be provided from the south via a new Illinois Street Bridge over Islais Creek between Pier 80 and 90 (subject to compliance with CEQA or other federal or state environmental laws); and

WHEREAS, Under the Infrastructure Plan, Catellus Development Corporation ("Catellus") has an obligation to pay up to ½ of the cost of construction of the new Illinois Street Bridge, not to exceed two and a half million dollars, conditioned upon certain commitments by the City and Port; and

WHEREAS, In the absence of the Illinois Street Bridge, rail facilities within the South Plan Area that are used to provide service to the Port's primary marine terminal located at Pier 80 are contemplated to be relocated by Catellus to within the 16th Street right of way (the "16th Street Option"); and

WHEREAS, Catellus has a number of options for meeting its replacement obligations under the Shipper's Agreement, including construction of the 16th Street right-of-way or the Illinois Street Bridge; and

WHEREAS, The Port has determined that construction of the Illinois Street Bridge will greatly enhance the Port's ability to serve existing customers at the Port's primary marine terminal located at Pier 80 and will ensure the long-term viability of that facility; and

WHEREAS, Catellus and Port have agreed that it would be in the interests of both parties to amend the Infrastructure Agreement to allow for Catellus to contribute funds towards the Illinois Street Bridge in lieu of its obligation for the 16th Street Option, upon Port's election and subject to certain conditions; and

WHEREAS, Under Section 15.2 of the ICA, amendments to the Infrastructure Plan that do no materially alter the obligations o any City agencies or the benefits accruing to them, do not materially increase the costs or liabilities of the City, and do not materially decrease the time periods required for review or approval by any City Agency of permits, approvals, agreements and entitlements in connection with the implementation of the Mission Bay South Redevelopment Plan and Plan Documents, may be approved by the Director of Public Works and the Mayor as a non-material amendment of the Infrastructure Plan after consultation with affected City agencies; and

WHEREAS, This non-material amendment does not obligate the Port or City to construct the Illinois Street Bridge and any such determination would require the approval of the Port Commission, in its sole discretion; and

WHEREAS, Consequently, and for the reasons set forth above, the nature of the non-material amendment on the terms described in the Memorandum to Port Commissioners dated December 5, 2001 for Item 6C benefit the Port and the City, do not materially increase the costs or liabilities of the City, and do not materially decrease the time periods required for review or approval by any City Agency of permits, approvals, agreements and entitlements in connection with the implementation of the Mission Bay South Redevelopment Plan and Plan Documents, and may therefore be approved by the Director of Public Works and the Mayor as a non-material amendment of the Infrastructure Plan; and

WHEREAS, The Port Commission intends that this Resolution No. 01-98 supercede Port Commission Resolution No. 01-76 in its entirety; now, therefore, be it

RESOLVED, That the Port Commission hereby authorizes and directs the Port's Executive Director to enter into the Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan), substantially on the terms described in the Memorandum to Port Commissioners dated December 5, 2001, for Item 6C on file with the Port Commission Secretary and in such final form as is approved by the City Attorney; and be, it further

RESOLVED, That the Port Commission urges the Director of Public Works, the Mayor and the Redevelopment Agency to enter into the Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan).

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of December 11, 2001.

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Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

December 4, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Commendations for Employees selected for Employee Recognition Awards in Calendar Year 2001

Two years ago Port staff instituted a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public. The policy further provides a system for annually recognizing employees who have completed five, ten, fifteen, twenty, twenty-five, thirty, thirty-five, and forty years of continuous service for the Port. A copy of the memorandum issued to employees this year and a description of the program is attached.

This year the Directors selected six individuals for employee recognition awards based on outstanding performance during the year. The employees selected for the awards based on their noteworthy performance are as follows:

- **Ellen Abels,** a Senior Personnel Analyst in the Human Resources Department, has been named "Employee of the Year," for her outstanding efforts in coordinating the development and implementation of cross-functional team training, managing staff development programs, organizing and facilitating Port-wide meetings, and a number of other activities that have positively affected the morale of Port staff members.

- **Tom Petersen,** the General Superintendent of Harbor Maintenance, has been named "Manager of the Year," for his excellent management of the Port's Maintenance Division and his consistent exemplification of the Port's customer service policy,

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which is demonstrated by the relationships he has developed with Port tenants and internal customers for the mutual benefit of all parties.

- **Shawna Anderson**, the Receptionist at Pier 1, as an "unsung hero" who provides service to the entire department, tenants and the public in a extremely courteous and professional manner, demonstrating the philosophy of the Port's Customer Service Policy in an exemplary manner.

- **Louise Anderson,** Principal Administrative Analyst in the Maritime Division, for her excellent analytical ability, innovative approaches to the management of marine terminal agreements, and embodiment of the principles of the Port's customer service policy in her relations with customers, tenants and other stakeholders.

- **Denise Martinez,** Principal Administrative Analyst in the Real Estate Division, for consistently demonstrating an extraordinarily high competency in her work and in her representation of the Real Estate Division in cross-functional teams within the Port.

- **Derek Freeman,** Night Shift Truck Driver in the Maintenance Department, as an "unsung hero" who has operated the mechanical sweeper on the night shift for over twenty-three years, cleaning the waterfront from Fisherman's Wharf to Pier 98, thereby enhancing the qualify of life for the people of San Francisco.

Plaques commemorating this recognition have been produced for the recognized employees and will be distributed at the Port's Annual Holiday Luncheon. Framed certificates will be presented by the Port Commission at today's meeting. I would like to take this opportunity to thank the recognized employees for their hard work and dedication to the Port.

Many other deserving employees were nominated for awards this year and I thank them all for their dedication to the Port. I sincerely hope that the enthusiasm for the Employee Recognition Program will continue in future years.

In addition to the above, the Employee Recognition Program provides for recognition of employees for their years of continuous service to the Port. The following employees are being recognized for completion of at least five, ten, fifteen, twenty, or twenty-five years of service. Lapel pins with the number of years of service will be distributed at the Annual Holiday Lunch to those employees who have reached the threshold of service indicated below.

30 Years
Ken Hayes

25 Years
Richard Mello

20 Years

Lawrence Iorio
Bill Kelly
Gary Lee
John Leonard

15 Years

Gerald "Carl" Baker
Anthony Bettiga
Mabal Bhat
Ray Cordova
Samuel Lew
Kim-Lien Thi Nguyen
Lydia O'Skea
Alex Parisotto
Lawrence Peoples
Scott Riley
Gary Silvestri

10 Years

Stanley Chu

5 Years

Peter Gorbachov
Jerry Kondeff
Kathy Mallegni
Mike O'Connor
April Shaw
Martin Shea
Phil Williamson
Doug Wong

Prepared by: Karen Clopton, Chief of Operations

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-87

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Ellen Abels has been nominated by her peers and selected by the Directors for recognition this year; and

WHEREAS, Ellen Abels' performance has been outstanding, especially in her efforts in the development and implementation of cross-functional teams training, managing the staff development programs, organizing and facilitating Port-wide meetings and a number of other activities that have positively affected the morale of Port staff members; now, therefore, be it

RESOLVED, that recognition be given to Ellen Abels as the "Employee of the Year" for her outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Ellen Abels our heartfelt appreciation of her contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-88

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Tom Petersen has been nominated by his peers and selected by the Directors for recognition this year; and

WHEREAS, Tom Petersen has demonstrated excellent management skills as General Superintendent of Harbor Maintenance and has consistently exemplified the Port's customer service policy, which is demonstrated by the relationships he has developed with Port tenants and internal customers for the mutual benefit of all parties; now, therefore, be it

RESOLVED, that recognition be given to Tom Petersen as the "Manager of the Year" for his outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Tom Petersen our heartfelt gratitude for his contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-89

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Shawna Anderson has been nominated by her peers and selected by the Directors for recognition this year; and

WHEREAS, Shawna Anderson, as the Receptionist in Pier 1, has been an "unsung hero" who provides service to the entire department, tenants and the public in an extremely courteous and professional manner, demonstrating the philosophy of the Port's Customer Service Policy in an exemplary manner; now, therefore, be it

RESOLVED, that Shawna Anderson be commended for her outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Shawna Anderson our heartfelt gratitude for her contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-90

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Louise Anderson has been nominated by her peers and selected by the Directors for recognition this year; and

WHEREAS, Louise Anderson has demonstrated excellent analytical ability, made innovative approaches to the management of marine terminal agreements, and embodied the principles of the Port's customer service policy in her relations with customers, tenants and other stakeholders; now, therefore, be it

RESOLVED, that Louise Anderson be commended for her outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Louise Anderson our heartfelt gratitude for her contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-91

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Denise Martinez has been nominated by her peers and selected by the Directors for recognition this year; and

WHEREAS, Denise Martinez has consistently demonstrated an extraordinarily high competency in her work and in her representation of the Real Estate Division in cross-functional teams within the Port; now, therefore, be it

RESOLVED, that Denise Martinez be commended for her outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Denise Martinez our heartfelt gratitude for her contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

_____

Secretary

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-92

WHEREAS, Port managers have established a program to recognize employees who make noteworthy contributions to the Port that enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public; and

WHEREAS, Derek Freeman has been nominated by his peers and selected by the Directors for recognition this year; and

WHEREAS, Derek Freeman has been an "unsung hero" who has operated the mechanical sweeper on the night shift for over twenty-three years, cleaning the waterfront from Fisherman's Wharf to Pier 98, thereby enhancing the quality of life for the people of San Francisco; now, therefore, be it

RESOLVED, that Derek Freeman be commended for his outstanding performance in the year 2001, and, be it further

RESOLVED, that the Port Commission extends to Derek Freeman our heartfelt gratitude for his contributions to the Port of San Francisco.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

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Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

DATE: September 14, 2001

TO: All Port Employees

FROM: Doug Wong
Port Director

SUBJECT: **Employee Recognition Program**

Once again, the Port Directors and the Port Commission would like to formally recognize efforts by Port teams and individual employees whose unique efforts have benefited the Port. Many well-deserved nominations were received in 1999 and 2000 from Port staff, tenants and members of the public. The Directors spent considerable time and efforts selecting a small number of award winners.

We are now asking for nominations for the calendar year 2001. The attached documents describe the criteria for selection and contain nomination forms. Because the Port is devoting significant resources to strengthening and enhancing its ability to work cross-functionally, we are especially interested in recognizing cross-function teams. We will also consider nominations for divisional teams or individuals.

I am hoping to recommend to the Port Commission up to five awards for outstanding service, either for individuals or for teams of employees who have worked together, cross-functionally or within their section, on a successful project. The awards will consist of a plaque and certificate of recognition. Employees with five, ten, fifteen, twenty, twenty-five or thirty years of service will also be recognized with a small memento.

To be considered for this year, nominations must be submitted by October 26, 2001. I encourage you to nominate co-workers and team players whom you feel are deserving of recognition.

Thank you for your continuing commitment to the Port and your support of this program. If you have any questions about the Employee Recognition Program, contact Kathy Mallegni at 274-0421.

Attachments

PORT OF SAN FRANCISCO

2001 EMPLOYEE RECOGNITION PROGRAM

Program Goals

The overall goal of the Port's Employee Recognition Program is to recognize and reward teams of employees and/or individual employees who make noteworthy contributions to the Port, which enhance the performance and service provided to customers, tenants, users, the maritime industry, the Port, City departments and the general public. Contributions may be either highly visible or not directly visible.

Specific goals of the program are to:

- Foster a spirit of cross-functional teamwork and cooperation among Port employees;
- Improve the quality of service that Port employees provide;
- Increase revenue and/or decrease expenses;
- Publicly acknowledge employees for outstanding service or successful completion of projects;
- Publicize examples of quality service as role models for other Port employees;
- Recognize length of service to the Port.

Program Description

Participation

All Port employees are part of the employee recognition program. Any employee can nominate another employee or team of employees for an award, and employees at all levels below Division Director are eligible to receive an award. In addition, Port tenants and members of the public may nominate employees for an award.

Division Directors review nominations and, based on the justifications provided for the nomination and attainment of improvements in service, recommend to the Port Director a small number of employees or groups of employees for recognition each year.

Nomination Process for Outstanding Service

In September of each year, nomination forms and an explanation of the program are sent to all employees in order for them to make a nomination for the Calendar Year beginning January 1 of the same year. Employees may make nominations for cross-functional teams, work crews or individual employees at any time during the year. Nomination forms are available in the Port's Human Resources Office at any time during the year. Non-employees will be given nomination forms upon request.

Employees and members of the public send the nomination forms to the Port's Human Resources Manager as they are completed. The nominator must sign the nomination form. An employee cannot nominate her/himself.

In early November, the Human Resources Manager will forward all of the nominations, with documentation attached, to the Division Directors for them to review, discuss and make recommendations to the Port Director.

The Port Director may approve or reject the selections. For those approved, awards will be announced at a Port Commission meeting in December.

Criteria for Service Awards

The following list of reasons for an award is intended to be used as a guideline for making nominations. Nominators may use additional reasons if the nominee's performance or accomplishments do not fall within the specific criteria noted below:

- Completion of a large and significant project by team or individual that is completed ahead of schedule, within budget, overcame serious or unforeseeable setbacks, etc.;
- Implementation of practices or procedures that resulted in significant cost savings or revenue-production for the Port;
- Implementation of procedures that resulted in significant improvement in work processes;
- Significant improvement in customer service or public relations, or achievements that benefit the public;
- Furthered the Port's community and public service goals by enhancing the well-being of the community;
- "Unsung hero:" an employee whose performance consistently and substantially exceeds established performance goals, but whose accomplishments are largely unnoticed by others.

Selection for Award

The Division Directors will take into consideration the following in evaluating the nominations:

- **Relevance**: Does it have a significant impact, directly or indirectly, on the perceptions by others of the Port as an agency providing service to its tenants, users, other City departments and the community in general?
- **Accuracy:** Was the action actually performed by the nominee in the manner described and with the result described?
- **Credibility**: Will the employees actions or accomplishments be perceived by most employees as deserving recognition?

Longevity Awards

In addition to the awards for outstanding service, longevity of employment with the Port will also be recognized annually. Eligible employees are those who have completed five, ten, fifteen, twenty, twenty-five, thirty, thirty-five and forty years of continuous service for the Port.

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Authorize the Executive Director to Submit a Sub-zone Application for Ultramar Inc. to the Foreign-Trade Zones Board.

DIRECTOR'S RECOMMENDATION: Authorize the Executive Director to submit a Sub-zone Application for Ultramar Inc. to the Foreign-Trade Zones Board.

The U.S. Congress established foreign-trade zones in 1934 to stimulate economic development in communities by providing businesses with facilities for conducting international trade activities. Zones must be operated as a public utility, and applications are granted to state or local government entities, port or airport authorities, economic development agencies and not-for-profit corporations.

Foreign or domestic merchandise may enter a foreign-trade zone without a formal Customs entry or the payment of Customs duties or government excise taxes. While in the zone, merchandise may be sampled, relabeled, repackaged, assembled, processed or manufactured. If the final product is exported from the United States, then no Customs duty or excise tax is levied. Thus, foreign-trade zones provide opportunities for users to realize Customs duty savings.

Sub-zones are a special-purpose, ancillary zone, authorized by the Foreign-Trade Zones Board in Washington, D.C., through grantees of public zones, such as the Port of San Francisco, for operations that cannot be accommodated within an existing zone. It must be demonstrated that the activity will result in a significant public benefit.

In 1948, the Port of San Francisco received a Grant of Authority to establish, operate and maintain a foreign-trade zone in San Francisco. The San Francisco Port Commission

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currently has an operating agreement with Big C Traders, Inc., to operate and manage the San Francisco Foreign-Trade Zone No.3 at Piers 19/23. The Port Commission has previously authorized two foreign-trade sub-zone applications – one, in 1997, for Chevron USA's Richmond, California, refinery, and the other, in 1999, for SFO Fuel Terminals LLC, a membership corporation of airlines at San Francisco International Airport.

Big C Traders has marketed the Foreign-Trade Zone benefits to Ultramar, Inc., and is requesting that the Commission authorize a sub-zone application for this customer. The primary activity associated with this sub-zone will be the refining, blending, storage and transportation of petroleum crude oil and petroleum derivatives and other related products. The sub-zone will ship intermediate and finished products for export and domestic market consumption.

Ultramar Inc. is an independent petroleum refiner and marketer doing business in the United States and Canada. In September 2000, the company acquired the 2100-acre Golden Eagle Refinery in Martinez, California, which is within the San Francisco Customs Port of Entry. This acquisition provides Ultramar Inc. with a greater presence in the U.S. West Coast market and compliments the company's southern California refinery, which has applied for foreign-trade sub-zone status through the Port of Long Beach.

Operating under sub-zone status at San Francisco will strengthen Ultramar Inc. economically, while furthering efforts to retain and potentially expand local jobs, thereby benefiting the local economy. Golden Eagle Refinery currently employs more than 1000 full-time and contract employees and supports the employment of a significant number of workers indirectly through the use of local suppliers, truckers and shipping companies.

Golden Eagle Refinery contributes to the economic health and stability of the local area, and its employees actively participate in the community. The refinery generates an estimated $350 million in revenues for local area businesses, it has a payroll of approximately $45 million, and it adds more than $7.6 million to the tax base annually.

Unrestricted foreign-trade sub-zone status will eliminate certain inadvertent tariff advantages available to Ultramar Inc.'s foreign competitors. Specifically, sub-zone status will provide Golden Eagle Refinery with inverted tariff relief for certain finished products refined from foreign crude oil. Such benefits will increase the refinery's competitiveness with its foreign competitors and domestic refiners, many of which already have or are pursuing foreign-trade sub-zone status.

Ultramar Inc. would realize the following benefits if allowed to operate it Golden Eagle Refinery as a foreign-trade sub-zone:

- Remain competitive with foreign refiners in both domestic and world markets
- Remain competitive with other foreign-trade sub-zone refineries
- Partially offset the cost of compliance with the Clean Air Act and other environmental laws

- Retain refinery capacity in the United States
- Save jobs
- Continue to support the local economy
- Continue low-price initiatives at retail gasoline stations

Ultramar Inc. will prepare all legal documents, applications, and administrative reports pertaining to this sub-zone application at their expense. Ultramar Inc. will assume all costs associated with running and managing the sub-zone. As grantee, the Port of San Francisco will receive an annual fee of $10,000, in accordance with Foreign-Trade Zone Board rules and regulations, which state that fees charged by the grantee should be the value of actual services rendered by the zone grantee or operator and reasonable out-of-pocket expenses.

Prepared by: Peter Dailey
Director of Maritime

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-96

WHEREAS, the Port of San Francisco, on March 10, 1948, received a Grant of Authority to establish, operate and maintain Foreign-Trade Zone No. 3 in San Francisco, California; and

WHEREAS, Foreign-Trade Zones were established to stimulate economic development in communities by providing businesses with facilities for conducting international trade; and

WHEREAS, Ultramar Inc., who employs more than 600 people in their Martinez, California, refinery on a full-time basis, with additional contract employees as needed, desires to have their refinery facility in Martinez, California, designated as a Sub-zone Site of Foreign-Trade Zone No. 3; and

WHEREAS, Ultramar Inc. refines, blends, stores and transports petroleum crude oil and petroleum derivatives and other related products and the sub-zone will ship intermediate and finished products for export and domestic market consumption: now, therefore, be it

RESOLVED, that the San Francisco Port Commission duly authorizes its Executive Director to submit a Sub-zone Application for Ultramar Inc. to the Foreign-Trade Zone Board in Washington D.C.; and to take such further action, in consultation with the City Attorney, as is required by the Foreign-Trade Zone Board to accept and process the Sub-zone Application.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of December 11, 2001.

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Secretary

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Request for approval of Schematic Design Plan for development of Pier 45 Shed C with fish processing facilities, adoption of environmental review and project approval findings, and authorization to apply for, accept and expend funding from the California Technology, Trade and Commerce Agency, and to enter into a funding agreement with the agency, including a provision to hold the State harmless from claims and losses arising out of the project.

DIRECTOR'S RECOMMENDATION: APPROVE SCHEMATIC DESIGN PLAN, ADOPT ENVIRONMENTAL REVIEW AND PROJECT APPROVAL FINDINGS, AND AUTHORIZE THE PORT TO APPLY FOR, ACCEPT AND EXPEND FUNDING FROM THE CALIFORNIA TECHNOLGOY TRADE AND COMMERCE AGENCY AND TO ENTER INTO A FUNDING AGREEMENT WITH THE STATE.

BACKGROUND

Prior Port Commission Actions

The Port Commission has taken the following actions to date regarding the Pier 45 Shed C project:

- On December 20, 1996 (by Resolution No. 96-136), approval and the Hyde Street Harbor project and adopted environmental review and project review findings.

THIS PRINT COVERS CALENDAR ITEM NO. 9A

OF SAN FRANCISCO
TEL 415 274 0400 TTY 415 274 0587 ADDRESS Pier 1

- On June 24, 1997 (by Resolution No. 97-50), adopted the Waterfront Land Use Plan, which included as its first objective for the Fisherman's Wharf Waterfront: "Restore and expand Fisherman's Wharf as a working fishing port."

- On October 14, 1997 (by Resolution No. 97-83), adopted guidelines regarding long term uses for Pier 45 Sheds A and C, which included that "Shed C to be reserved for fishing industry uses including fish processing and wholesaling, truck access, storage, and employee parking."

- On November 9, 2000 (by Resolution No. 00-87), (1) established the Pier 45 Shed C project as a top priority for funding in the Port's 2001-02 FY Capital Plan, (2) authorized and directed Port staff to immediately commence the planning, design and engineering of improvements for fishing industry uses in Pier 45 Shed C, and (3) directed Port staff to pursue grant funding for the Pier 45 Shed C Project.

- On February 27, 2001 (by Resolution No. 01-10), approved the Port's 2001-02 FY Capital Plan, which included $4,450,000 of total funding for the Pier 45 Shed C project.

Pier 45 Shed C Team

Port staff formed a cross-functional Pier 45 Shed C Team ("Port Team") to develop the Pier 45 Shed C project. Its core team members include:

Tom Meisenbach, Maintenance - Team Leader
John Zoranovich, Engineering - Project Architect
Kirk Bennett, Planning & Development
Michael Nerney, Maritime
Elliott Riley, Real Estate
Jay Ach, Environmental
Lawrence Brown, Finance
Tim Yoshida, Legal
Taline Sanassarian, Government Affairs

In December, 2000, the Port Team began the planning, design and engineering of the Pier 45 Shed C project, with input and guidance from the Fisherman's Wharf Waterfront Advisory Group, as well as individual stakeholders in the project. Since then, the Port Team has completed the following:

Project schedule
Stakeholder survey
Development program statement
Alternate conceptual plans
Cost analysis
Schematic Design Plan

During this planning process, ten alternate schemes were considered. On October 23, 2001, the Fisherman's Wharf Waterfront Advisory Group unanimously recommended that the Port proceed with design development for Scheme 8. The Schematic Design Plan for the Pier 45 Shed C project, based upon Scheme 8, is discussed below. The Port Team seeks Port Commission approval of this Schematic Design Plan before proceeding further. The next steps following the approval of the Schematic Design Plan are to complete design development drawings, and then to prepare bid drawings. Provided that the Port Commission approves the Schematic Design Plan at its December 11, 2001 meeting, the Port Team anticipates bidding the construction contract in June 2002, and starting construction in Fall 2002. Future approvals will be required by the Port Commission to bid and award the construction contract.

SCHEMATIC DESIGN PLAN

Project Description

The intent of the Pier 45 Shed C Project is to develop Pier 45 Shed C with improvements for fish processing, and to develop related improvements and infrastructure on and serving Pier 45 ("Project"). The Project will provide modern facilities for fish processing businesses, including the existing fish processing businesses currently occupying approximately 44,700 sq. ft.. at Piers 28 and 33. The proposed Schematic Design Plan for the Project is attached as Exhibit A, and consists of The Schematic Design Plan shows approximately 45,300 sq. ft. of space to be leased to fish processing businesses, plus 27,600 sq. ft. of corridors and vehicular circulation space within the Shed.

The Project will entail construction of the following elements:
1) Improvements to the building exterior and roof;
2) An interior corridor for pedestrian and vehicular circulation, including a topping slab and non-porous floor finish, corridor walls and lighting;
3) Tenant shell spaces with demising walls;
4) New raised ramps at the ends of Sheds C and D for wheelchairs and fork lifts;
5) Other improvements to comply with the Federal Americans with Disabilities Act and State Title 24; and
6) Infrastructure improvements necessary for tenants to develop their demised spaces.

The Project will include the following infrastructure improvements:
1) Water, gas and telecommunication service;
2) 480 volt, 3-phase electric service;
3) Large capacity sanitary sewers that connect off-site to the City sanitary sewer system under Taylor Street and Jefferson Streets; and
4) A trash compaction system for solid wastes.

The Project will include construction of the following improvements by tenants to their demised spaces:
1) Distribution of utilities;
2) Mezzanines (with a potential total of 11,000 sq. ft.);

3) Topping slabs and non-porous floor finishes;
4) Fish processing facilities;
5) Restrooms and interior walls; and
6) Trade fixtures.

The Project will include other improvements that are not anticipated to be included in the initial scope of work for the Port's construction contract. These include repairs to the substructure of the East and West aprons of Pier 45, and other environmental improvements, including drainage of the West apron and the valley between the sheds. In addition, the Project will encompass improvements in Pier 45 Shed A, to be undertaken by the Red & White Fleet and the SF Maritime National Historic Park Association. The Red & White Fleet currently leases 4,884 S.F. of space in Pier 45 Shed C, and is expected to relocate to Shed A. To that it is anticipated that the Association will expand their current premises in Shed A from 2,024 sq. ft. to approximately 4,500 sq. ft.

Parking

The Project will also include accommodation of potential parking in the Triangle Parking Lot (bounded by The Embarcadero, and Jefferson and Taylor Streets). A study conducted by Rajappan & Meyer Consulting Engineers, Inc. ("Study") concluded that the proposed Schematic Design Plan would not create traffic circulation problems on Pier 45, but also determined that there is insufficient space in the valley for additional parking. It also concluded that the Project might generate a peak demand for 2 spaces per 1,000 sq. ft. of fish processing space, or 91 parking spaces. Most of the parking for the existing 14 fish processing businesses in Sheds B and C is accommodated in the valley adjacent to their leased premises; however, 4 of these businesses currently rent 27 parking spaces in Shed C (22 of which are rented by only 2 businesses). An additional 18 parking spaces in Shed C are currently rented by other individuals and entities.

The Study determined that a number of public parking lots within walking distance of Pier 45 contain over 1,000 parking spaces, excluding the Pier 39 garage and on-street parking. The most accessible is the Triangle Parking Lot, which contains 166 self-park spaces (377 total spaces with valet parking). The Study observed that that parking demands from fish processing facilities are concentrated in the morning hours, peaking at 8:00 AM, and tapering off rapidly until noon. In contrast, the demand from customers of the visitor-oriented businesses begins around noon and is concentrated in the afternoon and evening. As a result, the available supply of self-park spaces in the Triangle Parking Lot is 166 through 6:00 AM and 161 through 9:00 AM, with 80 remaining at noon. Consequently, shared use of the Triangle Parking Lot could satisfy the potential demand for parking generated by the project. Staff believes this shared use would be accomplished by renting parking permits to fish processing businesses that lease space Pier 45 Shed C for use of the Triangle Parking Lot before noon.

Projected Costs and Funding

The total cost of the Project is currently projected at $4,653,000, as shown in the attached Exhibit B. This projection was made by Port staff based upon the costs incurred in recent years on other Port projects including Pier 45 Sheds B and D, and applying normal cost escalations. The total costs are therefore projected to exceed the available capital plan funds by approximately $203,000. Input from contractors reflecting recent construction bidding indicates that these cost projections may be low by perhaps as much as $1.5 Million; however, construction costs are expected to decrease due to changes in the economy.

Port staff is currently pursuing two sources of grant funds to supplement the funds in the Port's Capital Plan:

- The Port is completing an application for Proposition 13 funds which are designated for cleaning up of shorelines and waterways. The Port is seeking funds to complete the drainage improvements for the valley and the West apron. If successful, this grant would provide $218,000 of funds for valley drainage, covering the $203,000 anticipated Project shortfall. It would also provide funds for drainage of the West apron.

- Senate President pro tem John Burton included $1.5 Million in the 2001/02 FY State Budget for funding improvements at Fisherman's Wharf to help strengthen the fishing industry. Port staff is working with the California Technology, Trade and Commerce Agency to encumber these funds before the end of this calendar year. The funding agreement with this State agency will allocate these funds to pay for components of the Project. However, in order to secure these funds, the State requires that the Port Commission authorize staff to apply for, accept and expend, and enter into the necessary agreement with the agency to encumber these funds, including an agreement to hold the agency harmless from the project. The City's Risk Manager has approved the indemnity provision required by the State.

ENVIRONMENTAL REVIEW

On December 12, 1996, the San Francisco Planning Department certified a Final Environmental Impact Report for the Hyde Street Harbor ("Hyde Street FEIR") and new uses in Pier 45 Sheds A and C, pursuant to the California Environmental Quality Act ("CEQA"). The original development program assumed for Shed C was for a Fisheries Center consisting of the following mix of uses: visitor center, retail, conference center and maritime office. The Hyde Street FEIR found no significant impacts caused by that project. Subsequent to publication of the Draft EIR, but prior to completion of the Final EIR, the preferred development program for the Fisheries Center was altered to substitute those commercial uses in Shed C with fish processing uses, almost identical to the proposed Schematic Design Plan. This revised development program and associated environmental impact analysis were incorporated into the Hyde Street FEIR, prior to its certification. The FEIR found that the difference in impacts generated by the revised development program pertained to transportation circulation, and found that the revised program would generate fewer impacts than the original visitor center-based proposal.

In addition to the Hyde Street FEIR, the environmental effects of Pier 45 Shed C uses were analyzed in the Waterfront Land Use Plan Final EIR (WLUP FEIR), certified January 9, 1997. Like the Hyde Street FEIR, the WLUP FEIR assumed the same visitor center-based development program in the analysis of impacts; therefore, the conservative impact analysis in the WLUP FEIR also adequately covers the lesser environmental impacts that would be generated by the fish processing facilities now proposed in the Schematic Design Plan for Pier 45 Shed C.

Pursuant to the California Environmental Quality Act (CEQA), the Commission must adopt CEQA findings regarding the relevant environmental impact information from both of the FEIR's prior to taking an action on the Pier 45 Shed C project. The CEQA findings present in more detail the scope and analysis conclusions of both the Hyde Street and WLUP FEIR's, including the following issues: (1) Mitigation Measures; and (2) Unavoidable significant effects on the environment. The CEQA findings are attached as Exhibit C to this staff report and Port Commission Resolution 01-95. In addition, the findings are accompanied by a list of the required mitigation measures for the project, as well as an associated mitigation monitoring program which lays out how they will be implemented.

Accordingly, the Port Commission may rely on the WLUP FEIR and the Hyde Street FEIR when approving the Resolution because there are no significant changes to the proposed Project, and no new circumstances under which the Project is being undertaken, that would result in new or more significant adverse impacts.

RECOMMENDATIONS

Port staff therefore recommends that the Port Commission take the following actions:

- Approve the Project as described herein, and the Schematic Design Plan for the Project as shown in the attached Exhibit A.

- Adopt the environmental review and project review findings as shown in the attached Exhibit C.

- Authorize the Executive Director, or his designee, to apply for, accept and expend Project funding from the California Technology, Trade and Commerce Agency, and to execute a funding agreement to encumber the funds, including a provision to hold harmless and indemnify the State for claims and losses arising out of the project, and to seek authorization from the Board of Supervisors to apply for, accept and expend the State funds.

Prepared by: Kirk Bennett, Assistant Deputy Director

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-95

WHEREAS, Charter Section B3.581 empowers the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port jurisdiction; and

WHEREAS, On June 24, 1997 (by Resolution No. 97-50), the Port Commission adopted the Waterfront Land Use Plan, which included as its first objective for the Fisherman's Wharf Waterfront: "Restore and expand Fisherman's Wharf as a working fishing port;" and

WHEREAS, On October 14, 1997 (by Resolution No. 97-83), the Port Commission adopted guidelines regarding long term uses for Pier 45 Sheds A and C, which included that "Shed C to be reserved for fishing industry uses including fish processing and wholesaling, truck access, storage, and employee parking;" and

WHEREAS, On November 9, 2000 (by Resolution No. 00-87), the Port Commission (1) established the Pier 45 Shed C Project ("Project") as a top priority for funding in the Port's 2001-02 FY Capital Plan, (2) authorized and directed Port staff to immediately commence the planning, design and engineering of improvements for fishing industry uses in Pier 45 Shed C, and (3) directed Port staff to pursue grant funding for the Project; and

WHEREAS, On February 27, 2001 (by Resolution No. 01-10), the Port Commission approved the Port's 2001-02 FY Capital Plan, which included $4,450,000 of total funding for the Project; and

WHEREAS, The Pier 45 Shed C Team ("Project Team") was created within Port staff to develop the Project, and to date, the Project Team has completed the following regarding the Project: (1) project schedule; (2) stakeholder survey; (3) development program statement; (4) alternate conceptual plans; (5) cost analysis; (6) and Schematic Design Plan; and

WHEREAS, The Project Team received input and guidance from the Fisherman's Wharf Waterfront Advisory Group, and other stakeholders during the planning process; and

WHEREAS, Following its review of alternate concept plans for the Project, the Fisherman's Wharf Waterfront Advisory Group, on October 23, 2001, unanimously recommended that the Port proceed with a design scheme for the Project that is reflected in the Schematic Design Plan shown in Exhibit A attached hereto; and

WHEREAS, Based upon current cost projections, the total cost of the Project, including related improvements, is projected to exceed $4,450,000; and

WHEREAS, Port staff is working with the California Technology Trade and Commerce Agency to encumber $1.5 Million of funds that are included in the 2001/02 FY California State Budget, and that agency requires that the Port Commission authorize Port staff to enter into the necessary agreement with this agency to encumber these funds, including an agreement to hold the agency harmless from claims and losses arising out of the project; and

WHEREAS, The City and County of San Francisco, acting through the Department of City Planning prepared a Final Environmental Impact Report for the Hyde Street Fishing Harbor / Pier 45 Sheds A & C, File No. 93.574E, ("Hyde Street FEIR") consisting of a Draft EIR dated April 25, 1996, any consultations and comments received during the review process, any additional information that became available, and a Summary of Comments and Responses dated November 26, 1996; and

WHEREAS, The San Francisco Planning Commission certified the Hyde Street FEIR on December 12, 1996, and found that the preferred project will not have a significant effect on the environment; and

WHEREAS, On December 20, 1996 (by Resolution No. 96-136), the Port Commission approved the Hyde Street Harbor project and adopted environmental review in the Hyde Street FEIR and project approval findings; and

WHEREAS, The Hyde Street FEIR analyzed a preferred project for Sheds A and C consisting of new uses for Sheds A and C that would comprise a Fisheries Center, and the proposed Project would not result in new or different significant adverse environmental impacts from that analyzed in the Final EIR; and

WHEREAS, The San Francisco Planning Commission certified the Waterfront Land Use Plan Final Environmental Impact Report on January 9, 1997 ("WLUP FEIR"), and the WLUP FEIR did not identify new circumstances under which the Project would be undertaken that would require any revisions to the Hyde Street FEIR or additional environmental review for the Project; and

WHEREAS, Findings entitled "Findings of the Port Commission Affirming Construction of Fish Handling Facilities in Pier 45 Shed C" have been prepared and submitted as Exhibit C attached to this Resolution; now, therefore, be it

RESOLVED, That the Port Commission has reviewed and considered the information in the Hyde Street FEIR and the WLUP FEIR, and the draft Findings contained in Exhibit C, and based on that information, the Port Commission hereby finds that: (1) the Project is within the scope of the project analyzed in the Hyde Street EIR and the Project does not raise any important new issues about the significant effects on the environment not previously considered in the Hyde Street FEIR; (2) no changes are proposed or have occurred in the Project that would require major revisions to the Hyde Street FEIR due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; (3) no substantial changes have occurred with respect to the circumstances under which the Project is being undertaken that would require major revisions to the Hyde Street FEIR due to the involvement of significant new environmental effects or a substantial increase in the severity of previously identified significant effects; and (4) no new information of substantial importance has become available since the Hyde Street FEIR was certified indicating that: (a) the Project will have one or more significant effects not discussed in the Hyde Street FEIR; (b) significant effects examined in the Hyde Street FEIR would be substantially more severe; (c) mitigation or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce one or more significant effects of the Project; (d) mitigation measures or alternatives which are considerably different from those analyzed in the Hyde Street FEIR would substantially reduce one or more significant effects on the environmental; and be it further

RESOLVED, That the Port Commission hereby approves the Findings of the Port Commission Affirming Construction of Fish Handling Facilities in Pier 45 Shed C attached hereto as Exhibit C and incorporated herein by reference, requires the Mitigation Measures identified in the Findings to be included as part of the Project as it is implemented, and adopts the Mitigation Monitoring program; and be it further

RESOLVED, That the Port Commission hereby approves the Project, as described in the staff report for this item, and the Schematic Design Plan for the Project as shown in the attached Exhibit A; and be it further

RESOLVED, That the Port Commission hereby authorizes the Executive Director, or his designee, the authority to approve, sign and execute an agreement and any amendments for Project funding, including a provision to hold

harmless the State for claims and losses arising out of the Project, and to perform all other activities reasonably necessary to obtain such funding from the California Technology, Trade and Commerce Agency, for development of the Project and strengthen the fishing industry at San Francisco's Fisherman's Wharf and be it further

RESOLVED, That the Executive Director is authorized to seek approval of the Board of Supervisors to apply for, accept and expend funds from the State of California for the Project.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of December 11, 2001.

_____

Secretary

EXHIBIT A

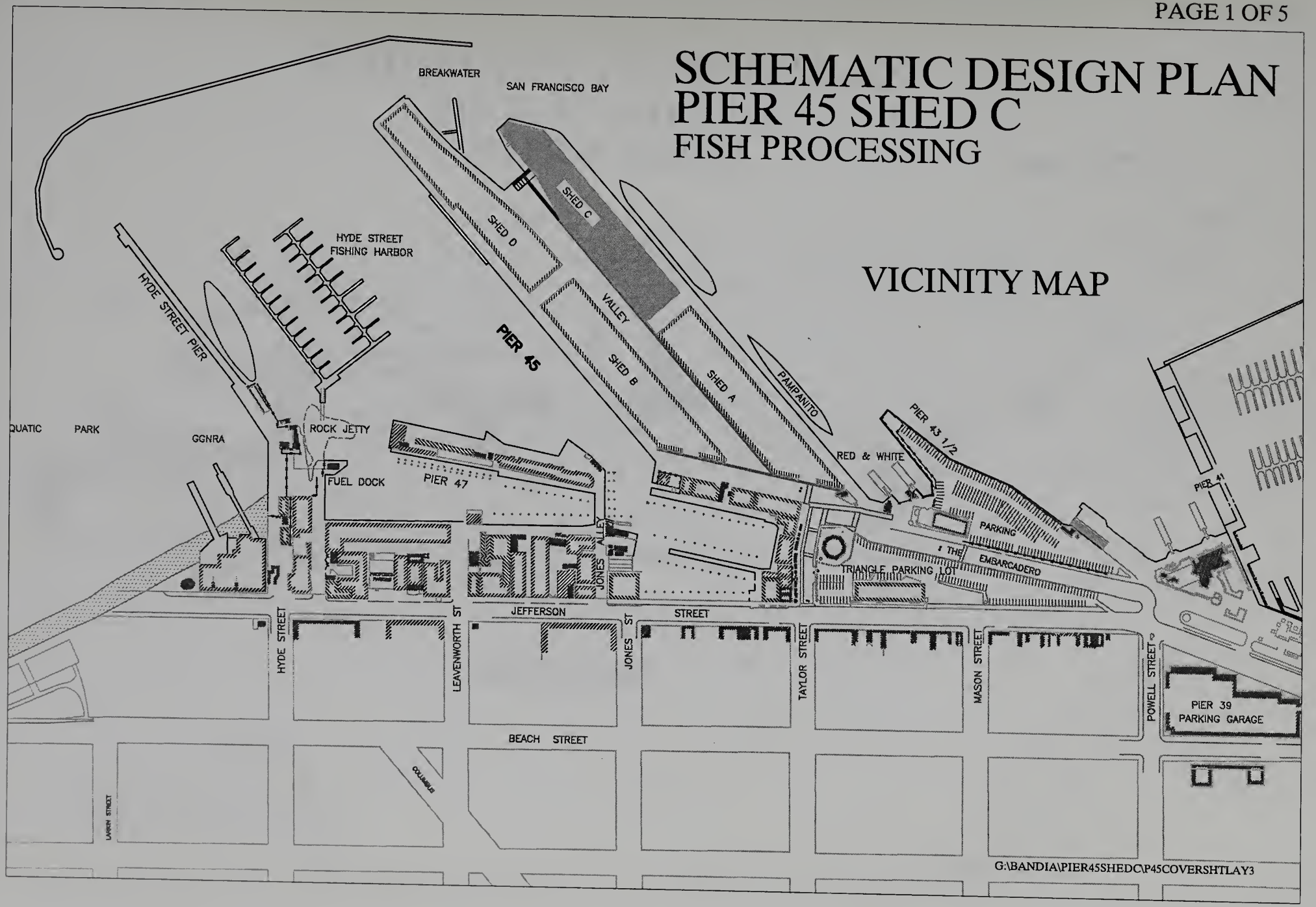
SCHEMATIC DESIGN PLAN
PIER 45 SHED C
FISH PROCESSING
VICINITY MAP
BREAKWATER
SAN FRANCISCO BAY
SHED C
SHED D
SHED B
SHED A
VALLEY
PAMPANITO
HYDE STREET
FISHING HARBOR
HYDE STREET PIER
PIER 45
QUATIC PARK
GGNRA
ROCK JETTY
FUEL DOCK
PIER 47
RED & WHITE
PIER 43 1/2
PIER 41
PARKING
THE EMBARCADERO
TRIANGLE PARKING LOT
JONES ST
JEFFERSON STREET
HYDE STREET
LEAVENWORTH ST
JONES ST
TAYLOR STREET
MASON STREET
POWELL STREET
PIER 39
PARKING GARAGE
BEACH STREET
COLUMBUS
LARKIN STREET
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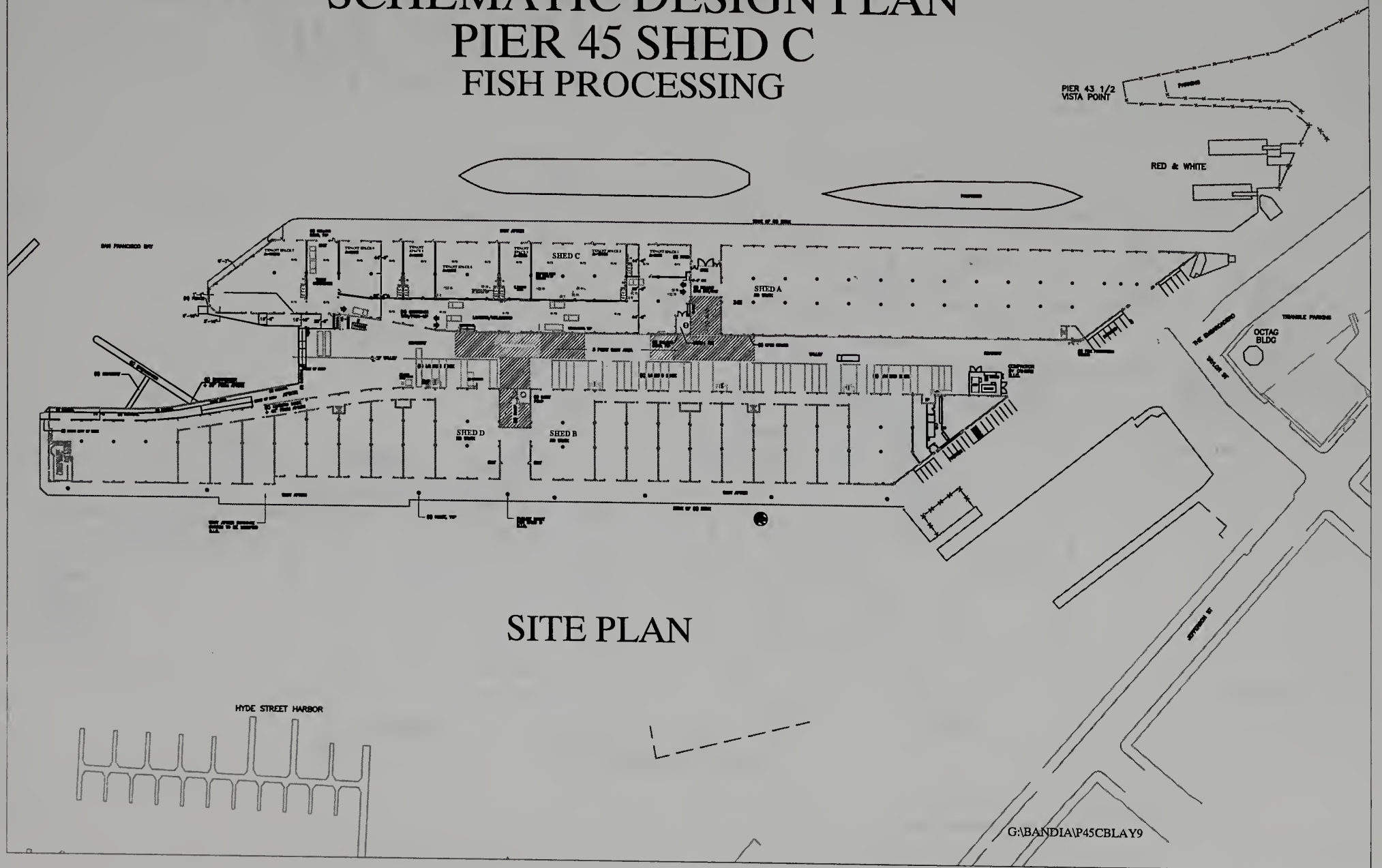
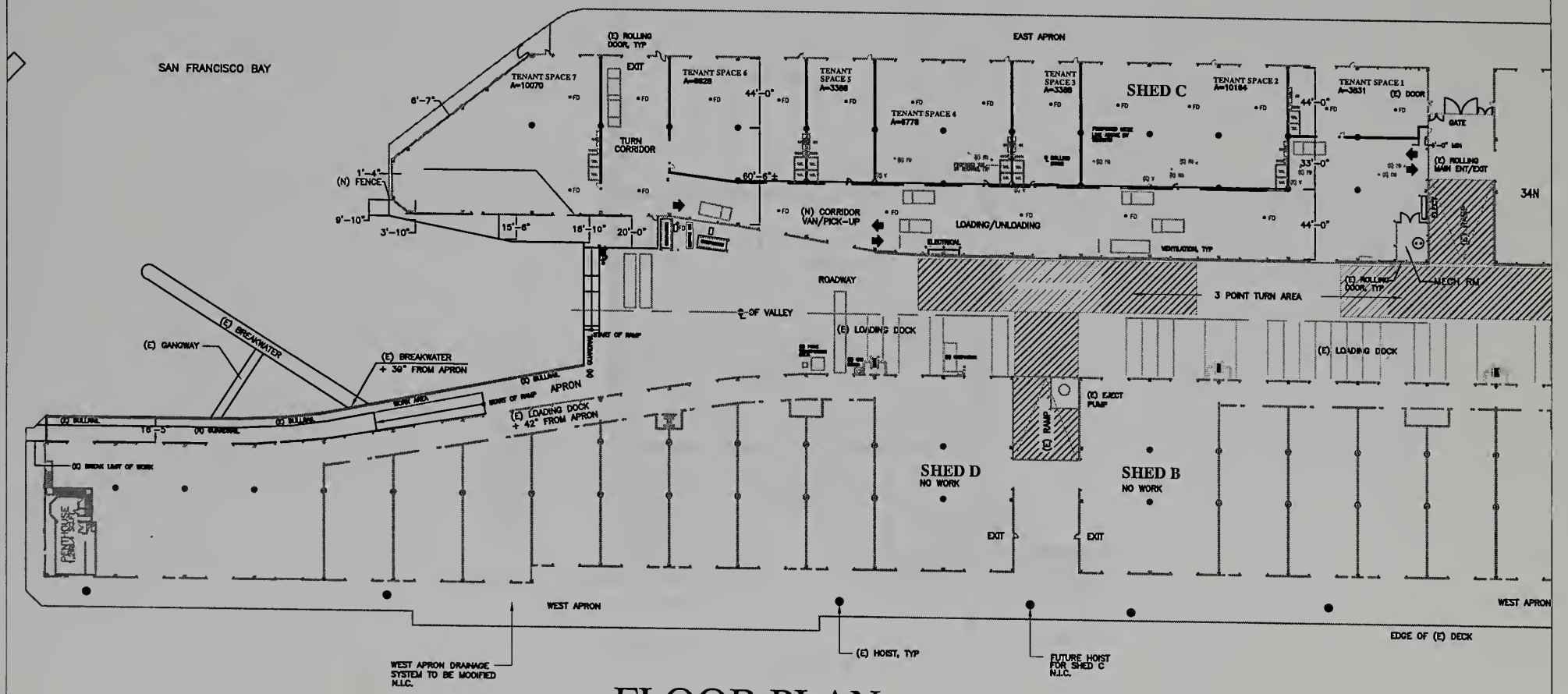
EXHIBIT A

SCHEMATIC DESIGN PLAN
PIER 45 SHED C
FISH PROCESSING



SITE PLAN

SCHEMATIC DESIGN PLAN
PIER 45 SHED C
FISH PROCESSING



FLOOR PLAN

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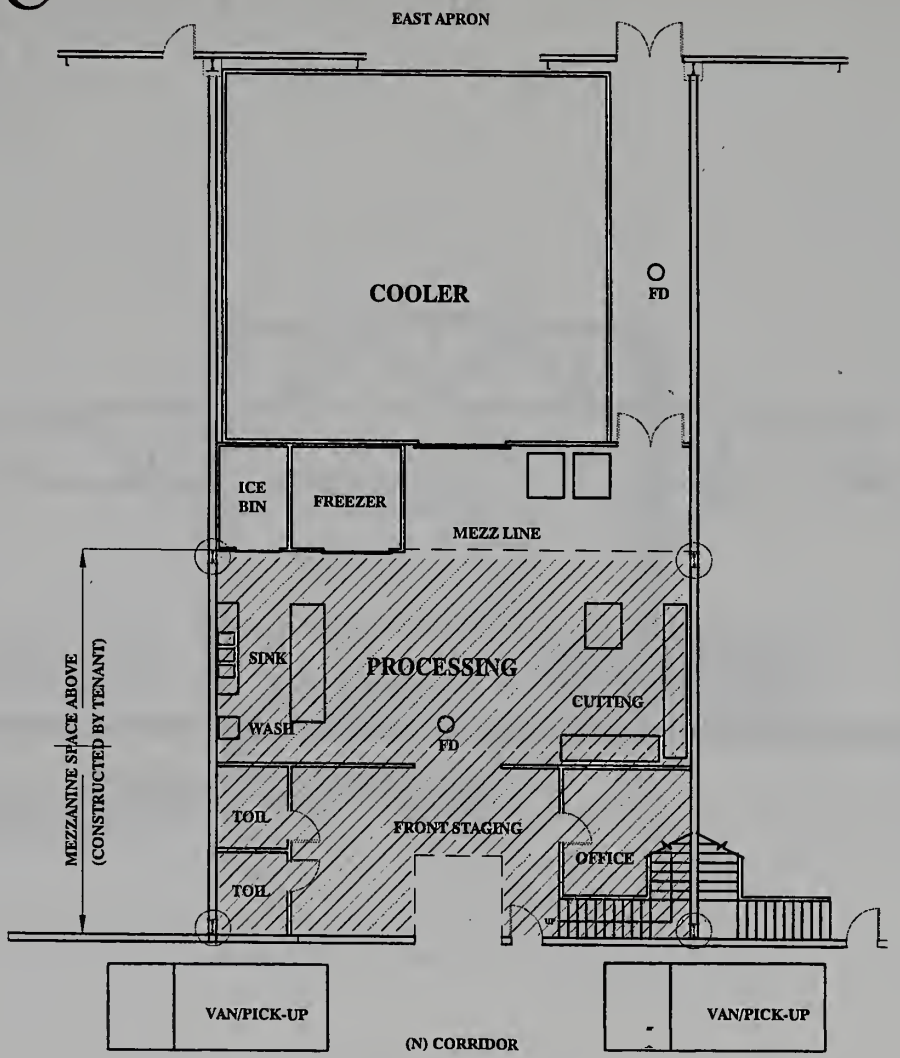
SCHEMATIC DESIGN PLAN
PIER 45 SHED C
FISH PROCESSING



TYPICAL PLAN

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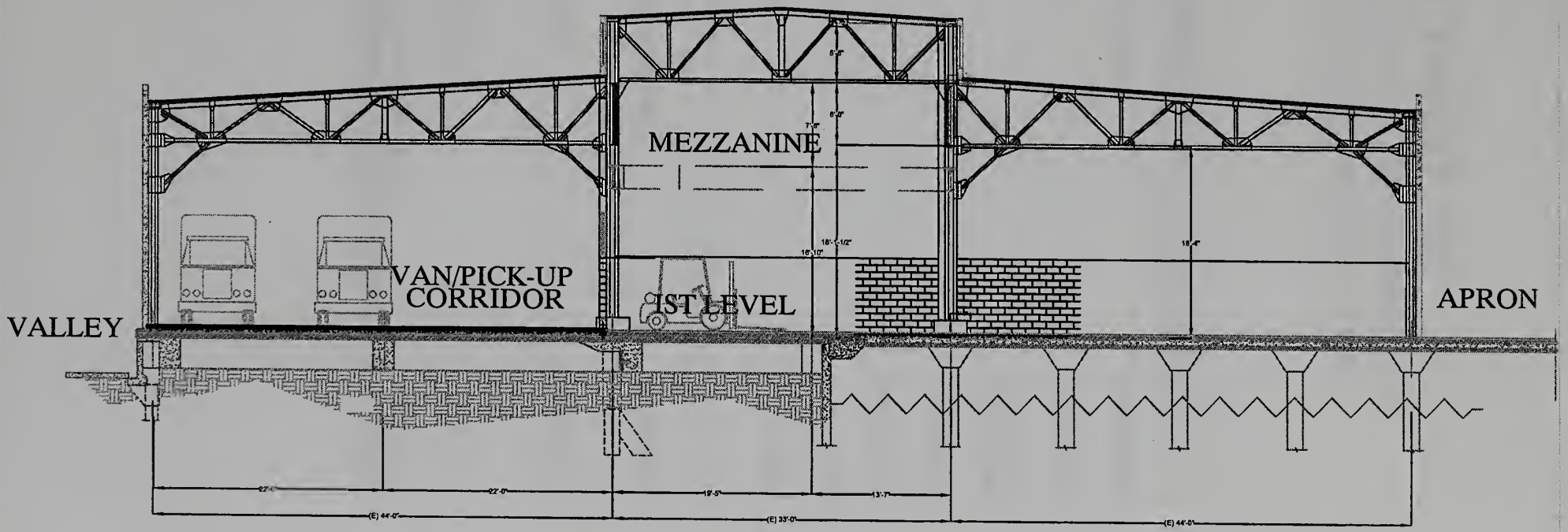
EXHIBIT A

SCHEMATIC DESIGN PLAN
PIER 45 SHED C
FISH PROCESSING



SECTION

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EXHIBIT "B"

PIER 45 SHED C DEVELOPMENT
COST/BUDGET PROJECTIONS

22-Oct-01

PORT ENGINEERING DEPARTMENT

TOTAL CONSTRUCTION COST	$ 3,330,648
Design Contingancy	$ 275,008
TOTAL	$ 3,605,656
Say	**$ 3,330,000**
Design Services	$ 900,000
Sub-Total	**$ 4,230,000**
Project Contingency @10%	$ 423,000
TOTAL PROJECT COST	**$ 4,653,000**

TOTAL PROJECT FUNDS AVAILABLE	**$4,450,000**
SURPLUS/SHORT FALL	**(203,000)**
CREDIT FROM PROP. 13 FOR "VALLEY" DRAINAGE	$ 218,000
ADJUSTED SURPLUS/SHORT FALL	**$15,000**

EXHIBIT C
FINDINGS OF THE PORT COMMISSION AFFIRMING CONSTRUCTION OF FISH HANDLING FACILITIES IN PIER 45 SHED C

I. INTRODUCTION

The following findings are hereby adopted by the Port Commission pursuant to the requirements of the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq., (CEQA), the Guidelines for Implementation of CEQA, 15 Cal. Administrative Code Sections 15000 et seq., (CEQA Guidelines) and Chapter 31 of the San Francisco Administrative Code.

These findings are adopted, and incorporated by reference, in the Port Commission Resolution 1-95, dated December 11, 2001, approving the Pier 45, Shed C Project as described in the Commission staff report for this item and herin (the "Project").

These findings are based on the Port of San Francisco Hyde Street Fishing Harbor/ Pier 45 Sheds A &C Final Environmental Impact Report (Hyde Street FEIR), certified December 12, 1996, and Port of San Francisco Waterfront Land Use Plan Final Environmental Impact Report (WLUP FEIR), certified January 9, 1997. The Hyde Street FEIR provides site specific analyses of proposed fishing industry uses in the Bay (Hyde Street Fishing Harbor) and in Pier 45 Sheds A & C, and alternative land use programs. The WLUP FEIR is a program EIR that analyzes the cumulative effects of activities along the Port's entire 7-1/2 mile waterfront, including fishing industry uses at Pier 45. The findings contain the following sections:

Article II is the Description of the Record. **Article III** describes the proposed improvements for Pier 45, Shed C and how they relate to the uses analyzed in the Hyde Street FEIR and WLUP FEIR. **Article IV** sets forth findings as to the disposition of each of the applicable mitigation measures identified in the Hyde Street and WLUP FEIRs. Exhibit C-1, attached to these findings, contains the full text of the mitigation measures that will be implemented as part of Port Commission approval of the Pier 45 Shed C schematic design. Exhibit C-2 contains the Mitigation Monitoring and Reporting Program. **Article V** of this document addresses the FEIR alternatives and the reasons for the Commission's rejection of those alternatives in the context of approving the proposed fish processing facility improvements at Pier 45 Shed C. **Article VI** addresses significant adverse environmental impacts, of which the Hyde Street FEIR has concluded that the uses analyzed therein would generate none.

II. DESCRIPTION OF THE RECORD

A. Location and Custodian of Record

The public hearing transcripts, a copy of all letters received during the public review period, the administrative record, and background documentation of both of the FEIRs are located at the Planning Department, 1660 Mission Street, San Francisco. The Planning Department is the custodian of record.

Findings are based on substantial evidence contained in the record before the Port Commission. For ease and clarity of reading, specific citations to information in the record upon which each finding is based may have been omitted. In all instances, however, these findings are based on the information contained in the FEIRs, as supplemented with information provided by the applicant, consultants, and interested parties, and reasonable inferences drawn from such information, identified below. All of this information has been and will continue to be available for public review at the offices of the San Francisco Planning Department and/or the Port of San Francisco.

For purposes of CEQA and these findings, the record before this Commission includes, without limitation, the following:

1) The Waterfront Land Use Plan Final EIR, and associated CEQA Findings adopted by the Port Commission in June 1997;

2) The Hyde Street Fishing Harbor/Pier 45 Sheds A & C Final EIR;

3) All meeting agendas, minutes and reports to the Fisherman's Wharf Waterfront Advisory Committee, Port Commission, or other Boards and Commissions attachments, references and material kept in the ordinary course of business associated with the public planning process for proposed uses in Pier 45 Shed C;

4) All relevant staff, and public reports and memoranda kept in the ordinary course of business providing substantial evidence to support these findings, including attachments, appendices and references kept in the ordinary course of business;

5) All public notices, including but not limited to notices of preparation and completion issued for the Hyde Street Fishing Harbor and Pier 45 project, and notices of public meetings.

III. DESCRIPTION OF PIER 45 SHED C PROJECT

A. Project Description

The Project would involve construction of improvements for fish processing businesses, and related improvements on and serving Pier 45. The Schematic Design Plan developed for the project consists of approximately 72,900 S.F. Shed C, of which approximately 45,300 S.F. of space to be leased to fish processing businesses, and the remaining 27,600 S.F. to be used for corridors and vehicular circulation space within the Shed. The Project would include construction of the following by the Port:

1) Improvements to the building exterior and roof;
2) An interior corridor for pedestrian and vehicular circulation, including a topping slab and non-porous floor finish, corridor walls and lighting;
3) Tenant shell spaces with demising walls;
4) New raised ramps and ramps at the ends of Sheds C and D for wheel chairs and fork lifts;

5) Other improvements to comply with the Federal Americans with Disabilities Act and State Title 24; and
6) Infrastructure improvements necessary for development by tenants of their demised spaces.

The infrastructure improvements constructed by the Port would include:
1) Water, gas and telecommunication service;
2) 480 volt, 3-phase electric service;
3) Large capacity sanitary sewers that connect off-site to the City sanitary sewer system under Jefferson Street; and
4) A trash compaction system for solid wastes.

The Project would include construction of the following improvements by tenants to their demised spaces:
1) Distribution of utilities;
2) Mezzanines for administrative support areas or storage (up to 11,000 S.F, in addition to the 45,300 s.f. of ground floor fish processing space);
3) Topping slabs and non-porous floor finishes;
4) Fish processing facilities;
5) Rest rooms and interior walls; and
6) Trade fixtures.

Shed C, along with the other sheds on Pier 45, has been determined eligible for listing on the National Register of Historic Places. The proposed construction and facility improvements would be carried out consistent with Secretary of Interior standards for rehabilitation of historic buildings.

The Project would include other improvements that are not anticipated to be included in the scope of work for the Port's initial construction contract for the Project. These include repairs to the substructure of the East and West aprons of Pier 45, and other environmental improvements, including drainage of the West apron and the valley between the sheds. In addition, the Project would encompass improvements in Pier 45 Shed A by the Red & White Fleet and the SF Maritime National Historic Park Association, which will be undertaken by these tenants. The Red & White Fleet currently leases 4,884 S.F. of space in Pier 45 Shed C, and it is anticipated that the Red & White Fleet will relocate to Shed A, with long term space similar in size to the space that they now occupy in Shed C. It is anticipated that the Association will expand their current premises in Shed A from 2,024 S.F. to approximately 4,500 S.F for classroom and restroom facitilities, exhibit and support space. Parking to accommodate the additional fish processing businesses in Shed C would be accommodated on the existing Triangle Parking Lot (bounded by The Embarcadero, and Jefferson and Taylor Streets). The total cost of the Project is currently projected at $4,653,000.

B. Project Analyzed in the Hyde Steet Fishing Harbor/Pier 45 Shed A & C Final Environmental Impact Report

In 1988, the Port proposed construction of the Hyde Steet Fishing Harbor and in 1996 a Fisheries Center in Sheds A & C. This project was analyzed in the Hyde Steet Fishing

Harbor/Pier 45 Shed A & C Final EIR (Hyde Street FEIR), certified by the San Francisco Planning Commission on December 12, 2996. The Fisheries Center originally had been defined as the Port's preferred development program for Pier 45 Sheds A & C, which consisted of the following:

- Shed A: 40,000 sq. ft. of retail space; 100 parking spaces and 20,000 sq. ft. of outdoor public access

- Shed C: 25,000 sq. ft. visitor center to promote public eduction of the Bay's fisheries and seafood industries and marine environment, including an interactive theatre, retail and food service businesses; 20,000 sq. ft. of conference center; 10,000 sq. ft. of mezzanine space for maritime offices; 25,000 sq. ft. of outdoor public access; and 100 parking spaces

The environmental impacts of this development program, along with the Hyde Street Fishing Harbor were analyzed in the Hyde Street Draft EIR. The Draft EIR analysis also examined three alternatives, plus a No Project Alternative. After release of the Draft EIR, the Port altered its preferred development program for the Fisheries Center for Sheds A & C in response to recommendations from the Port's Pier 45 Advisory Group. These changes shifted away from conference and retail uses originally proposed to a lower intensity mix of uses described below, and maintained the same area as originally proposed for public access:

- Shed A: 40,000 sq. ft. of Fisheries Center/Event Space; 10,000 sq. ft. of maritime office space for the Pampanito submarine, which would remain berthed at Pier 45; 108 parking spaces;

- Shed C: 50,000 sq. ft. of fish processing and storage facilities; 30,000 sq. ft. of truck access/ bob tail turnaround area

- Building repairs and upgrades: epoxy floor covering; new electrical, telephone and potable water systems; sanitary and industrial sewers including a pump station; new roof; demising wall; interior and exterior painting; physical alterations to allow truck access

The revised Fisheries Center development recommendations for Shed C are very similar to the current improvements proposed by the Port, as described above in Section IIIA . Project Description. The environmental impacts of this revised preferred development program were analyzed and incorporated into the Alternatives analysis in the Hyde Street Final EIR, and were found to be the same or less than the impacts generated by the originally proposed Fisheries Center project presented in the Hyde Street Draft EIR.

The modest differences between the Pier 45 Shed C uses contained in the revised Fisheries Center and those currently proposed by the Port (as described in III A. Project Description above) are described below:

- The amount of space currently proposed for fish processing businesses would be up to 54,300 sq. ft. (45,300 sq. ft for fish processing, plus up to 11,000 sq. ft. of mezzanine space for support offices and storage), compared to the 50,000 sq. ft. described in the

revised Fisheries Center concept analyzed in the Hyde Stree Final EIR, resulting in the potential addition of 4,300 sq. ft. for fish processing businesses under the Port's current proposal.

- Red & White Fleet's approximately 4,900 sq. ft. space currently located in Pier 45 Shed C could be relocated to Pier 45 Shed A

- The San Francisco National Maritime Museum Association, which operates the Pampanito exhibit could increase their site in Pier 45 Shed A from 2,024 sq.ft. to 4,500 sq. ft. at that facility. This would be an increase of approximately 2,500 sq. ft. versus the 10,000 sq. ft. of space assumed in the revised Fisheries Center concept in the Hyde Street Final EIR.

- More extensive improvements to sanitary and storm water systems.

Due to the modest differences, there would be virtually no change in environmental impacts generated by the Port's current proposal for Shed C, as compared to the revised Fisheries Center concept analyzed in the Hyde Street EIR, and therefore the current proposed project is covered by the environmental analyses in that EIR. Moreover, the Hyde Street EIR analyzes more intensive development programs in the original Fisheries Center proposal, and Alternatives B and C, which generate more environmental impacts than the revised Fisheries Center concept but which do not reach a significant level. Additional improvements to sanitary and storm water systems will result in an overall positive impact on the environment.

C. Relationship of Project to Waterfront Land Use Plan Final EIR

In January 1997, the San Francisco Planning Commission certified the Waterfront Land Use Plan Final EIR (WLUP FEIR), a Program EIR that analyzed the impacts of a full range of land use alternatives and variants on Port property, including the Fisherman's Wharf area. The Waterfront Land Use Plan, and the WLUP FEIR and associated CEQA Findings adopted by the Port Commission in June 1997 also include a comprehensive discussion of the Port's public trust and financial responsibilities, and the local and state regulatory framework for waterfront projects, which set the context for the Port's land use policies, including those for Fisherman's Wharf.

The land use assumptions for Fisherman's Wharf area assumed in the WLUP FEIR include uses that were contemplated in the original, more impact intensive Fisheries Center proposal, as described and analyzed in the Hyde Street Draft EIR, oriented around visitor and conference facilities, and retail activities. Since the Port has revised its approach to Sheds C towards developing fish processing versus visitor attraction and commercial uses, the WLUP FEIR analysis with respect to uses in the Fisherman's Wharf subarea are conservative. The circumstances under which the Project is being undertaken, as analyzed in the WLUP FEIR, have not changed so as to require revisions to the Hyde Street FEIR.

IV: MITIGATION MEASURES

The Hyde Street FEIR includes a description of mitigation measures to eliminate significant impacts of the project as described in that EIR, including the Hyde Street Fishing Harbor and development of Pier 45 Shed A, neither of which are proposed in the III A. Project Description, above. Accordingly, those mitigation measures that do not pertain to the new fish processing facilities and support office proposed in the Project are not discussed. All mitigation measures applicable to the Project, as summarized below, would be adopted by the Port Commission as part of its approval of the Project. The Mitigation Measure numbering below corresponds with the numbering as it is presented in the Hyde Street FEIR. See Exhibit C-1 for the complete listing of the Hyde Street FEIR mitigation measures.

Water Quality Measure 6 – The Port will continue to use a work skiff one or two hours each day to clean up floating debris in the harbor, and increase the frequency of the operation, on an as needed basis.

Water Quality Measure 11 – The Port will continue to coordinate with restaurant owners and nearby commercial operators to improve housekeeping practices to reduce litter and trash from entering the harbor. All garbage areas could be confined with catchment basins to prevent flow of stormwater into the Bay.

Water Quality Measure 12 – The Port will continue the weekday supervision of the harbor and fish processing facilities on Pier 45.

Cultural Resources Measures 1 and 2 – Should any site excavation be required, the Port shall retain the services of an archaeologist(s) to monitor site excavation. If artifacts are discovered, the archaeologist would assess the significance of any find and report to the Environmental Review Office and Landmarks Preservation Advisory Board President. Excavation or construction would be suspended for a total maximum of four weeks. If cultural resources of potential significance are discovered, the Port shall implement an appropriate security program to prevent looting or destruction of artifacts.

V: SIGNIFICANT ENVIRONMENTAL EFFECTS THAT CANNOT BE AVOIDED

The Hyde Street FEIR found that, with implementation of available mitigation measures identified therein, there would be no significant environmental effects associated with the original Fisheries Center project or any of the alternatives analyzed, including the revised Fisheries Center project which contains the use program now proposed for development, as described above in III A. Project Description.

The WLUP FEIR's program-level analysis environmental effects finds unavoidable significant traffic impacts associated with cumulative amount of development assumed in Alternative B. However, the 54,000 sq. ft. of space currently proposed for fish processing businesses for Pier 45 Shed C, represents less than three percent of new development between Fisherman's Wharf and China Basin in that Alternative, and therefore would constitute a less

than significant contribution to that condition. The WLUP FEIR also concluded that transit demand on the MUNI F-line from cumulative development under Alternatives A and B would exceed the planned capacity of that line. The operations and employee travel patterns associated with the proposed fish processing industry (given the early morning hours of their operations), however, would occur primarily by automotive vehicles and thus would not contribute to excess demand on the MUNI F-line. The WLUP FEIR also states that the cumulative development levels in Alternatives A and B would exceed significant impact thresholds established by the Bay Area Air Quality Management District, however it also acknowledges that those thresholds were designed to be applied to individual projects, not a land use plan covering a large area. To the extent that the Project contributes to unavoidable significant adverse impacts identified in the WLUP FEIR, and in the Port Commission's Resolution approving the Waterfront land Use Plan, this Commission reaffirms the Statement of Overfriding Benefits of the Waterfront Land Use Plan set forth in that approving Resolution and the Findings incorporated therein.

G/oshima/pcomm/16

PORT COMMISSION RESOLUTION 1-95, EXHIBIT C-1
Port of San Francisco - Pier 45, Shed C
Hyde Street FEIR (Excerpted) - Required Mitigation Measures

5. The Port, in coordination with the San Francisco Fire Department, will continue to use a fireboat to periodically hose off the breakwater during outgoing tides so that debris and animal wastes are dispersed into the Bay and not into the Harbor.

6. The Port will continue to use a work skiff one or two hours each day to clean up floating debris in the harbor. The Port will increase the frequency of the skiff operation, on an as needed basis. It shall be the responsibility of the Port Wharfinger to verify that the skiff operation takes place daily.

7. The Port proposes a dock design that includes boat berths enclosed on three sides by floats encased with foam pontoons that would ride slightly below the surface of the water. No berthing would be provided on the west side of the dock, nearest Aquatic Park. The westernmost float would be fitted with a flexible 'skirt' which would eliminate gaps between floats.

8. The Port would coordinate with the San Francisco Recreation anad Park Department, and National Park Service and BCDC and swimmers at Aquatic Park regarding scheduling of dredging activities to avoid conflict with scheduled on weekends.

9. Port construction specifications would include use of temporary wraps for piles removed in the harbor. This will reduce the release of particles to the Bay.

10. The Port will continue not to conduct dredging activities during herring season.

11. The Port will continue to coordinate with restaurant owners and nearby commercial operators to improve housekeeping practices (such as improved grease disposal bins, dumpsters with side covers, increased cover garbage receptacles, sidewalk sweeping, etc.) to reduce litter and trash entering harbor wastes. All garbage areas could be confined with catchment basins to prevent flow of stormwater into the Bay.

12. The Port will continue the weekday supervision of the harbor and will add weekend supervision of boat activities. The Port will also routinely inspect fish processing facilities on Pier 45.

MEASURE INCLUDED IN PROJECT

1. Given the strong possibility of encountering the remains of cultural or historic artifacts or features within the project site, the Port would retain the services of an archaeologist(s) with expertise in both prehistoric and ethnographic materials and maritime history. The archaeologist would supervise a program of on-site monitoring during site excavation and would record observations in a permanent log. Should cultural or historic artifacts be found following commencement of excavation activities, the archaeologist would assess the significance of the find, and immediately report to the Environmental Review Officer (ERO) and the President of the Landmark Preservation Advisory Board (LPAB). Upon receiving the advice of the consultants and the LPAB, the ERO would recommend specific mitigation measures, if necessary. The monitoring program, whether or not there are finds of significance, would result in a written report to be submitted first and directly to the ERO, with a copy to the Port.

Excavation or construction activities which might damage discovered cultural resources would be suspended for a total maximum or four weeks over the course of construction to permit inspection, recommendation and retrieval, if appropriate.

2. If cultural resources of potential significance are discovered, an appropriate security program would be implemented to prevent looting or destruction. Any discovered cultural artifact assessed a significant by the archaeologist upon concurrence by the ERO and the President of the LPAB, would be placed in a repository designated for such materials or displayed in a public place to be determined in conjunction with the ERO and the President of the LPAB.

EXHIBIT C-2
PORT OF SAN FRANCISCO – PIER 45, SHED C
MITIGATION MEASURE MONITORING PROGRAM

Exhibit to Pier 45, Shed C CEQA Findings, adopted by Port Commission Resolution 1-95, December 11, 2001

Mitigation Measure	Implementation Responsibility	Action Required	Mitigation Schedule	Monitoring/Reporting Responsibility	Status/Date Completed
Water Quality					
6. The Port will continue to use a work skiff one to two hours each day to clean up floating debris in the harbor, and increase the frequency of the operations, on an as needed basis.	Port	As needed, in addition to containment of trash compaction areas and installation of new catchment basins	Daily	Port Maintenance and Maritime	Ongoing
11. The Port will continue to coordinate with restaurant owners and nearby commercial operators to improve housekeeping practices to reduce litter and trash from entering the harbor. All garbage areas could be confined with catchment basins to prevent flow of stormwater into the Bay.	Port	Install catchment basins, monitor trash areas	Install catchment basins during project construction; monitor trash areas during trash pick-ups	Port Engineering (catchment basin installation); Port maintenance (trash monitoring)	Catchment basins: upon completion of construction; trash monitoring: as part of scheduled trash pick-ups
12. The Port will continue the weekday supervision of harbor and fish processing facilities on Pier 45	Port	Supervise harbor and fish processing facilities	Ongoing, through Port's Fisherman's Wharf Wharfinger office	Port Maritime (Wharfinger)	Ongiong
Cultural Resources					
1 and 2. Should any site excavation be required, the Port shall retain the services of an archaeologist(s) to monitor site excavation. If artifacts are discovered, the archaeologist would assess the significance of any find and report to the Environmental Review office and Landmarks Preservation Advisory Board President. Excavation or construction would be suspended for a total maximum of four weeks. If cultural resources of potential significance are discovered, the Port shall implement an appropriate security program to prevent looting or destruction of artifacts.	Port	Hire archaeologist if site excavation will be required; report any finds to Environmental Review Officer/ Landmarks Board; implement security program as needed	When site excavation is required	Port Planning and Development, Engineering	Upon completion of construction
G/oshima/pcomm/16a					

PORT OF SAN FRANCISCO

MEMORANDUM

December 5, 2001

TO: MEMBERS, PORT COMMISSION
Hon. Kimberly Brandon, President
Hon. Brian McWilliams, Vice President
Hon. Denise McCarthy
Hon. Michael Hardeman
Hon. Pius Lee

FROM: Douglas F. Wong
Executive Director

SUBJECT: Port Commission comments on the Planning Department's Central Waterfront Historic Resources Survey

ACTION: Approve Resolution 01-99 authorizing Port staff to forward comments to the San Francisco Planning Department Staff and Planning Commission on the Central Waterfront Historic Resources Survey

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Summary
On November 7, 2001, the Commission received an informational briefing on the San Francisco Planning Department's Central Waterfront Cultural Resource Survey. The survey area is bounded generally by Mariposa Street on the north, I-280 on the west, the Bay on the east, and Islais Creek to the south, and includes Port-owned resources in the Pier 70 area. At that briefing, staff reported that it would be reviewing the finalized survey results for those Pier 70 resources and return to the Commission to report on its findings and any requests to forward comments on the survey to the Planning Department.

The Port staff received and has transmitted for the Commissioner's review the final survey results for the Pier 70 resources. Staff has reviewed the survey methodology, approach and analysis, conducted two site visits, and met and/or discussed this survey with Planning Department staff, San Francisco Drydock, the Port's ship repair operator at Pier 70, and AMB, the developer selected for the Pier 70 mixed use development project.

In summary, the staff believes the survey is generally sound and consistent with the methodology and approach for other area-wide survey efforts using National Register criteria. It serves a valuable purpose of identifying a complete inventory of resources on and off Port property in the Central Waterfront that are related by a shared history, and which are candidate for possible listing on the National Register of Historic Places. The survey forms for each building now are

This Print Covers Calendar Item No. **9B**

based on research of the area's history, any notations of historic uses or events that might have been identified for specific buildings, and a site visit. However, this survey is not designed to be the definitive detailed analysis for each individual resource. The survey is not required to provide a structural engineering analysis of the resource, and therefore have evaluated each resource from only a view of the building exterior. Any specific proposal for listing on the National Register or other historic designations may require further research and information.

Upon reviewing all the survey forms for Port-owned resources in the Pier 70 area, Port staff does not agree that the building located at 651 Illinois Street should be identified as potentially eligible for listing on the National Register at this time, as indicated in the Planning Department survey. The reasons for this assessment are presented below, under Port Comments.

In addition, Port staff believe that the building conditions assessments included on each of the survey forms are misleading because they are not based on any structural or engineering analysis. While recognizing that a description of building condition are typically required in these type of survey efforts but are not required to be based on structural or engineering criteria, Port staff believe that such unsubstantiated opinions should be clarified to avoid misunderstanding in any future survey, development and/or preservation efforts. Accordingly, staff recommends that each survey form for Port-owned resources include an additional note, consisting of the following text, or similar: "This building condition information is subject to confirmation following a detailed analysis of the resource by a licensed structural engineer or other similarly qualified professional."

Port staff seeks Commission approval to formally convey the comments summarized above and described in more detail below to the Planning Department staff, Landmarks Preservation Advisory Board, and Planning Commission at its upcoming meeting on December 13, 2001.

Background

On November 7, 2001 the Port Commission received an informational briefing on the Planning Department's Central Waterfront Cultural Resource Survey that included presentations from Port and Planning Department staff, as well as Charles Chase, Executive Director of San Francisco Architectural Heritage. Mark Paez, of the Port's staff has been working with the Planning Department on this survey. At the hearing, staff informed the Commission that it would return to the Commission briefing on December 11, 2001 to report on its review of the survey and, if needed, prepare formal comments on the survey for consideration by the Commission.

On November 21, 2001 staff transmitted the Planning Department's final survey analysis to the Port Commission, including a summary table of the survey ratings and area maps, and invited Commission members on a site tour to better understand the survey information.

Staff toured the Pier 70 area twice, on November 30 and December 3, 2001. During the tours, staff met with Carl Hanson of the San Francisco Drydock, who provided helpful information about the condition of the structures within his leasehold. Port staff also met and discussed the survey effort with AMB, the developer for the Pier 70 mixed-use development project. Port staff conducted the second tour with Planning Department staff and Charles Chase, Executive Director of San Francisco Architectural Heritage, and addressed a number of questions about the survey criteria and analysis upon which the Planning Department's proposed ratings are based.

Based on the site tours and discussion, staff believes it important to further clarify the purpose and scope of this survey for the benefit of the Commission and general public, provided below. Upon completing its review of the survey, staff recommends that the Port Commission convey comments through staff, as described below, for consideration by the Planning Commission at their December 13, 2001 meeting.

Central Waterfront Cultural Resource Survey – Context

While the Port's primary focus has been on Port-owned resources in Pier 70, it is important to recognize that the scope of the survey addresses the history and resources for the entire Central Waterfront area. The historical context for evaluating the individual resources focuses on the significant events that have shaped the area and identifies significant property types including but not limited to:

- The operation of the Union Iron Works followed by Bethlehem Steel at Pier 70
- The California/Western Sugar Refinery followed by the San Francisco Gas & Electric at the Potrero Power Plant site
- Early development in Dogpatch
- Irving Scott School (1060 Tennessee Street)

The survey addresses numerous significant resources that fall into a wide range of property types that are related by a shared history. The main value of the survey is to identify all the structures, buildings, objects and sites in the Central Waterfront that are potentially eligible for listing on the National Register, including those at Pier 70, which warrant additional research and analysis in any land use and development decisions in the area. This is helpful to the Port, because the Waterfront Land Use Plan includes policies calling for further research of Pier 70 historic resources and study of their potential as a National Register historic district. While the survey does not provide a definitive analysis of each individual resource, its identification of the universe of candidate structures for National Register consideration satisfies a requirement that the Port would eventually have had to undertake on its own. Staff believes that the completion of the Central Waterfront survey is timely because it could reduce the scope of resource analysis that would be required for the Pier 70 mixed use development and non-profit arts projects, if either developer seeks federal tax credits to rehabilitate historic structures.

With the resource inventory identified as a result of completion of the Central Waterfront survey, future analysis of Pier 70 resources will be able to focus on a thorough analysis of structural condition, including accessibility and fire/life-safety requirements associated with reuse proposals. Only after this level of detailed information is developed would the Port be able to determine the feasibility of potential reuse and the merits of pursuing any National Register nominations.

Port Comments

As earlier stated, the survey is required to provide information on individual resources, including an initial assessment of the history of the resource, and its physical integrity and ability to convey its historic significance according to National Register criteria. The physical condition assessment, however, does not include any expert analysis of building condition.

Port staff believes that the survey methodology and treatment of the area's resources is consistent and reflective of the type and level of information that is required in this type of comprehensive survey for a broad area. Port staff recognizes that the Planning Department survey staff is not

required to assess building condition at a structural engineering level, but believes that the inclusion of the staff opinions regarding physical condition without that expertise can create misunderstanding and confusion in later survey and preservation efforts. Therefore, staff recommends that the survey forms for all Port-owned resources be modified to include the following standard qualification statement:

> "This building condition information is subject to confirmation following a detailed analysis of the resource by a licensed structural engineer or similar qualified professional."

The Planning Department survey staff has indicated that they are amenable to adding such a standard qualification statement to each survey form for Port-owned resources. To date, the Port has completed condition assessments for only two of the 54 Port owned resources included in the survey (Former Drydock Administration Building No. 111, and Warehouse No. 6 both are located in the Pier 70 area).

In general, Port staff believes that the Planning Department's historical and architectural research and documentation is sound and will serve as the historical context for potential nominations of resources for local, state, and federal historic designations. However, Port staff have raised concern about the Planning Department's determination of 651 Illinois Street as potentially eligible for the National Register. The building on this property, currently leased to the Granite Construction Company, is also known as the former Twigg/Kneass Boat Building Shop (Attachment – Primary Record/Building, Structure and Object Form for 651 Illinois Street). The Planning Department analysis indicates that that the former Boat Building Shop may be the oldest building remaining in the Central Waterfront. The Planning Department believes this building was occupied by the Twigg Boatworks in 1878, however no documentation has yet been discovered to support this opinion. Despite this, the Planning Department found the building to be eligible for the National Register as a contributory resource to a larger Central Waterfront Historic District, and eligible for individual listing on the National Register, subject to further research to substantiate whether it in fact is the oldest remaining building in the survey area.

Although it is agreed that further research is needed to be able to accurately determine the building's historic significance, Port staff does not believe that the structure possesses sufficient integrity to justify a National Register eligibility determination. Port staff believes that the structure's physical integrity has been significantly compromised due to alterations that have occurred throughout its reportedly 126-year life. Three of the four exterior facades of the original wooden building are now of corrugated metal sheeting. The door and windows on the remaining wooden façade, and the roofing are not original, and have been altered over time. Port staff therefore disagrees with the Planning Department's finding that the resource maintains the ability to convey its significance according to National Register criteria. We recommend that the Port Commission authorize staff to convey this concern about the building's physical integrity and to request that the Planning Department adjust the rating of this resource accordingly.

Prepared by Mark Paez & Diane Oshima
Planning & Development Division

Attachment: Primary Record/Building, Structure and Object Form for 651 Illinois Street

PORT COMMISSION
CITY & COUNTY OF SAN FRANCISCO

RESOLUTION NO. 01-99

WHEREAS, The San Francisco Planning Department has completed a Central Waterfront Cultural Resource Survey ("Survey") for the area generally bounded by Mariposa Street on the north, I-280 on the west, the Bay on the east and Islais Creek to the south, which included coordination with Port staff; and

WHEREAS, On November 7, 2001, Port staff provided the Commission a briefing on the Survey, and stated their intent to return to the Commission with comments once staff had completed its review of the survey; and

WHEREAS, Port staff and Commissioners have received copies of the Survey report, and Port staff conducted site tours of the Pier 70 resources included in the Survey and reviewed the Survey methodology and results; and

WHEREAS, Port staff believes the Survey is generally sound and consistent with the methodology and approach typically found in this type of comprehensive survey for a broad area; and

WHEREAS, While the Port staff recognizes that broad-scale cultural resource surveys typically require information about the condition of historic resources but do not require such assessments to be made based on structural or engineering standards, Port staff is concerned that the condition assessments in the survey may be misunderstood; and

WHEREAS, Port staff believes there is insufficient documentation or physical integrity to justify the Survey's finding that the building located at 651 Illinois Street is potentially eligible for National Register consideration as a building of individual significance; now therefore be it

RESOLVED, The Port Commission authorizes the Port staff to convey the following comments to the Planning Department staff, Landmarks Preservation Advisory Board and Planning Commission on the Central Waterfront Cultural Resource Survey:

- The Survey appears to be generally sound and consistent with the methodology and approach typical in surveys conducting according to National Register criteria, and is a valuable comprehensive inventory of resources that are potentially eligible for consideration of National Register listing;

- However, the Port believes that there is insufficient documentation to substantiate the historic significance and Survey conclusions for 651 Illinois Street, and that the building has been significantly altered such that it no longer retains the physical integrity necessary to justify a National Register eligibility determination, as described in December 5, 2001 Port Commission staff report. The Port therefore requests that the rating of this building be altered accordingly;

- The Port agrees with Planning Department survey staff that more research for 651 Illinois Street should be conducted to conclusively determine the building's history which may merit future consideration of the building's eligibility for National Register consideration;

- The Port believes that the building condition information contained in the Survey should be clarified to reflect that the condition assessments are not based on structural or engineering standards, as described in the December 5, 2001 staff report, to avoid confusion in future understanding or references to the survey information.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of December 11, 2001.

_____

Secretary

State of California — The Resources Agency
DEPARTMENT OF PARKS AND RECREATION

PRIMARY RECORD

Primary # _____
HRI # _____
Trinomial _____
NRHP Status Code 5S3

Page 1 of 2

Other Listings Unknown
Review Code _____ Reviewer _____ Date _____

P1. Resource Identifier: Boat Repair Storage

P2. Location: a. County San Francisco **and (Address and/or UTM Coordinates. Attach Location Map as required.)**

b. Address 651 Illinois Street (671 on building)

City San Francisco CA **Zip** 94107

c. UTM: USGS Quad _____ **(7.5'/15') Date** _____; **Zone** ___, _____ **mE/** _____ **mN**

d. Other Locational Data (e.g., parcel #, legal description, directions to resource, additional UTMs, etc., when appropriate):

P3. Description (Describe resource and its major elements. Include design, materials, condition, alterations, size, setting, and boundaries):

This large, two-and-one-half story saltbox-shaped warehouse is of wood-frame construction and is clad in horizontal drop siding. Most of the wood window openings are covered with either plywood or corrugated fiberglass panels. Skylight openings are visible on the roof. Signage on the north elevation reads "Kneass Boats." Illinois Street access includes both a single, wood man-door and a large sliding wood loading door. The structure is in fair condition.

P4. Resources Present: ☒ Building ☐ Structure ☐ Object ☐ Site ☐ District ☐ Element of District

P6. Date Constructed/Age:
☐ Prehistoric ☒ Historic ☐ Both
c. 1914 (E)

P7. Owner and Address:
Port of San Francisco

P8. Recorded by (Name, affiliation, and address): Nancy Goldenberg & Marianne Hurley, Carey & Co. Inc, 123 Townsend St. San Francisco 94107

P9. Date Recorded: 10-21-94

P10. Type of Survey: ☐ Intensive ☒ Reconnaissance ☐ Other
Describe: _____

P11. Report Citation (Provide full citation or enter "none."): Sanborn Fire Insurance Maps: 1913-1915, 1988

Attachments: ☒NONE ☐Map Sheet ☐Continuation Sheet ☐Building, Structure, and Object Record ☐Linear Resource Record ☐Archaeological Record ☐District Record ☐Milling Station Record ☐Rock Art Record ☐Artifact Record ☐Photograph Record ☐ Other (List): _____

P1. Other Identifier: 1

***P8. Recorded by:**
Planning Department
City & County of San Francisco
1660 Mission Street, 5th Floor
San Francisco, CA 94103

***P9. Date Recorded:** Verified on March 22, 2001.

***P3a. Description:** (Describe resource and its major elements. Include design, materials, condition, alterations, size, setting, and boundaries.)

No substantial changes have occurred since 10/21/1994.

For original documentation, see:

Proposition H, Waterfront Plan EIR Historic Resources Report: Southern Waterfront, San Francisco, California.
Prepared for Environmental Science Associates, December 1994. Prepared by Carey & Co. Inc. Architecture.

State of California — The Resources Agency
DEPARTMENT OF PARKS AND RECREATION
Primary #_____
HRI#_____

BUILDING, STRUCTURE, AND OBJECT RECORD

*NRHP Status Code 4S2

*Resource Name or # Boat Repair Storage

B1. Historic name: Twigg Brothers Boat Building Shop
B2. Common name: Kneass Boat Building Shop
B3. Original Use: Boat building B4. Present use: Unknown
*B5. **Architectural Style:** Industrial
*B6. **Construction History:** (Construction date, alterations, and date of alterations)
Constructed c. 1878 for Twigg Brothers Boat building Shop. Façade renovations c. 2000.

*B7. **Moved?** ☒No ☐Yes ☐Unknown **Date:** n/a **Original Location:** n/a
*B8. **Related Features:** 671 Illinois Street (formerly Kneass Boatyard)

B9a. Architect: Unknown b. Builder: Unknown
*B10. **Significance: Theme** Industrial Development and Settlement **Area** San Francisco's Central Waterfront
Period of Significance 1854-1948 **Property Type** Industrial **Applicable Criteria** A
(Discuss importance in terms of historical or architectural context as defined by theme, period, and geographic scope. Also address integrity)

This is likely the last of the first generation of small ship builders and repair facilities built on the newly settled Potrero Point. The land north of the Bethlehem Steel has been occupied for the manufacture of boats since the 1860s. There is no water connection record, no Building Department permits, and no representation of the block on the WPA land use map. Historic Sanborn maps begin to report on this block in 1900, at which point this building exists in nearly the same configuration as it does today, save the removal of part of the rear lean-to addition. The Twigg Boatworks operated from this building from reportedly 1878 to at least the 1920s. The building continued to house the manufacture of boats into the 1960s, being occupied by the Kneass family. The Twigg family may have specialized in making speed boats in the early 20th century, as John Twigg and sons published *Forms of Speed Boats: a Treatise on Model, Proportions, Resistance, Stability, and Seaworthiness* in 1907. This building is one of a handful of buildings associated with small watercraft construction, repair and chandlery in the Central Waterfront. Other buildings meeting the age criterion include the Pier 66 Boatyard Office and Quonset Hut, and 555 Illinois, the Bluepeter Building and 2051 3rd Street. If its construction can be proven to be 1878, this would be the oldest resource in the Central Waterfront survey area.

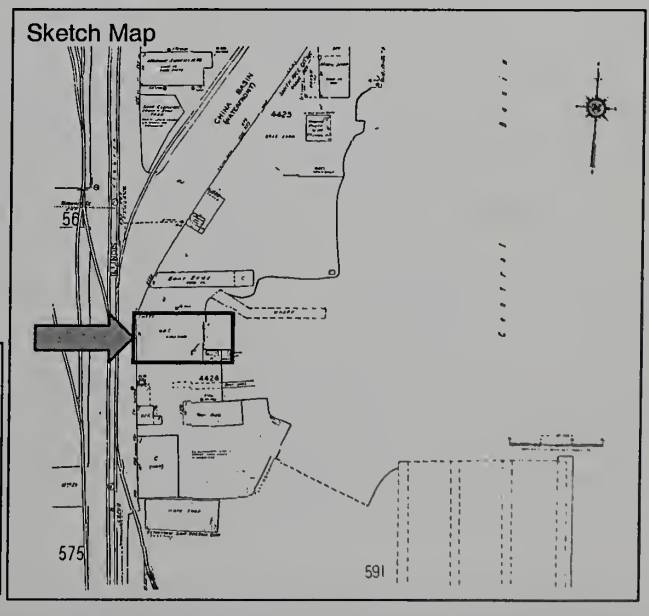
This resource contributes to a potential National Register historic district as it relates to the development of San Francisco's Central Waterfront, as a mixed industrial and residential area. The district is significant at the local level under Criterion A: Resources that are associated with events that have made a significant contribution to the broad patterns of our history. This building has been individually evaluated as potentially eligible for the California Register. This property may become eligible for separate listing in the National Register when more historical or architectural research is performed.

B11. Additional Resource Attributes: (List attributes and codes) HP8 Industrial Building
*B12. **References:**
Aerial photographs 1940, 1948, 1956, 1964. Sanborn Maps 1900, 1915, 1920, 1998. *Forms of Speed Boats: a Treatise on Model, Proportions, Resistance, Stability, and Seaworthiness*, John Twigg & Sons, 1907 (San Francisco Maritime National Historical Park). WPA land use map 1941.
B13. Remarks:

*B14. **Evaluator:**
Tim Kelley, historian, Central Waterfront Survey Advisory Committee
*Date of Evaluation:
July 20, 2001

(This space reserved for official comments.)

Sketch Map



*Required information

Photo 1. 2/26/2001
Kneass Boat Works at 651 Illinois is a two-story wood frame warehouse with wood siding. The gable end faces the street on the saltbox structure with the lean-to appended to the southern side. The first story contains a centrally placed large open bay, which has been in filled to a pedestrian door and a pair of plate glass windows with iron security bars. A second pedestrian entrance is located to the south. The lean-to contains a large wooden vehicular door. The second story contains three bays; a single modern double hung sash in each. The central bay contains a band of six modern double hung windows. The lean-to contains a single in filled window opening. A modern sliding window is located in the gable / loft.

Photo 3. View from Potrero Hill looking East c. 1925-1929. Photo Courtesy of Potrero Hill Archives Project. On the waterfront is visible the John Twigg & Sons Boatyard on the left and George Kneass Boatyard on the Right.

1/8/02
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1/11/01

SAN FRANCISCO
PORT COMMISSION

DECEMBER 11, 2001
MINUTES OF THE REGULAR MEETING

MEMBERS, PORT COMMISSION

HON. KIMBERLY BRANDON, PRESIDENT
HON. BRIAN McWILLIAMS, VICE PRESIDENT
HON. DENISE McCARTHY
HON. MICHAEL HARDEMAN
HON. PIUS LEE

DOCUMENTS DEPT.

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DOUGLAS F. WONG, EXECUTIVE DIRECTOR

CITY & COUNTY OF SAN FRANCISCO
PORT COMMISSION

MINUTES OF THE REGULAR MEETING
DECEMBER 11, 2001

1. ROLL CALL

Commission President Kimberly Brandon called the meeting to order at 4:02 p.m. The following Commissioners were present: Kimberly Brandon, Brian McWilliams, Denise McCarthy, Michael Hardeman and Pius Lee.

2. EXECUTIVE SESSION

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor.

At 4:02 p.m. the Commission withdrew to executive session to discuss the following:

CLOSED SESSION

(1) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Illinois Street and 16th Street
Person Negotiating: Port: Nita Mizushima, Chief Harbor Engineer
*Catellus Development Corporation: Eric Harrison

3. RECONVENE IN OPEN SESSION

At 4:30 p.m., the Commission withdrew from executive session and reconvened in open session.

ACTION: Commissioner McWilliams moved approval to not disclose any information discussed in executive session; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor.

4. APPROVAL OF MINUTES - November 13, 2001 Regular Meeting

ACTION: Commissioner Hardeman moved approval; Commissioner McCarthy seconded the motion. All of the Commissioners were in favor; the minutes of the November 13, 2001 were adopted.

With the Commission's permission, Item 5B was taken out of order and heard first.

5. EXECUTIVE

B. Request for approval of naming the right-of-way north of Jefferson Street connecting to Pier 47 at Fisherman's Wharf "Al Scoma Way." (Resolution No. 01-93)

Mr. Kirk Bennett, Assistant Deputy Director, presented the item and requested Commission's approval.

Supervisor Aaron Peskin, commented that it's a rarity to have a resolution from the Board of Supervisors with an 11-0 vote. It speaks of the great man and the uniquely San Francisco story that is Al Scoma's story. He authored the resolution that he and the Director discussed, taking this unnamed right of way and naming it in honor of Al Scoma and the restaurant that he not only started but took from a little 6-seat operation to a 350-seat operation today which has been the home for the Port, for residents, and tourists. Everybody in San Francisco sees Scoma's as part of San Francisco's legacy and a unique part of San Francisco. This has everything to do with Al Scoma's commitment to the restaurant, his generosity to the community and his great public service. He looked forward to seeing the sign put up and unveiled.

Al Baccari, speaking on behalf of the entire Fisherman's Wharf community, indicated that it's more than just the acknowledgement of the street name. There are some people who do a little bit more. Al Scoma represents compassion, tolerance, kindness and one more dimension, he loves the word family. He has a way of incorporating the entire Fisherman's Wharf and bringing everyone together. It is fitting to name the right-of-way in his honor.

Al Scoma, indicated that he wouldn't be here today if it were not for the Port and the Commission. The Port did a great job in helping them. He was very successful in his many endeavors and they are now well known all over the world because of the Port. He gave a brief background of his life and business and thanked the Commission for the recognition.

ACTION: Commissioner Hardeman moved approval; Commissioner Lee seconded the motion. All of the Commissioners were in favor; Resolution No. 01-93 was approved.

A. Executive Director's Report: Mr. Wong reported the following:

- Architectural Foundation of San Francisco. For the past twelve weeks, the Port has provided meeting space and staff support to the Architectural Foundation of San Francisco and the San Francisco Unified School District for the Build/San Francisco Project 2001. The Build/San Francisco Program is an "after school" educational enhancement and mentoring program for San Francisco High School students. The program offers students the opportunity to learn about and play a role in the design of our city. Mr. Wong introduced Alan Sandler, Executive Director of the Architectural Foundation of San Francisco.

  Mr. Sandler indicated that the group meets every Tuesday from 4-7 p.m. Twenty two students from ten different high schools meet at the Port for three hours to

talk about issues concerning the development of their City. They also have met with 18 different mentors from 15 different companies: Plant Construction, SMWM, the Port of San Francisco, Page & Turnbull, Tom Eliot Fisch, Rutherford & Chekene, Primus Infrastructure Company, Gate Capitol, Hannum Associates, Hirsch-Bedner Associates, Farella Braun & Martel, Holmes Cully, Glumac International, Carey & Co and Treadwell & Rollo. Together, the 18 different mentors from the 15 companies have donated over $65,000 of their time to support the kids and more than the amount of money, they have been mentors to the kids and have been asked more strange, unusual and sarcastic questions from the students.

The following students shared their experience from the program and thanked their mentors and the Port: Linda, School of the Arts; Tim from Wallenberg; Makela Ashidi, School of the Arts; Jennifer Chan, Lowell; and Huerto Munoz, Mission High.

- Chudi Chuba, Financial Manager, replaced Stephanie Downs who resigned to attend to Law School. Chudi has been employed at the San Francisco International Airport since 1990, most recently as an Economic Planner in the Airport's Finance Division. He has a Bachelor's Degree in Business Administration and a Master's Degree in Economics from San Francisco State University. Chudi also has a Master's in Business Administration from Golden Gate University.

- Holiday Party – He invited the Commission to attend Friday's annual employee holiday luncheon party at Fisherman's Grotto #9, one of the Port's long-time tenants at Fisherman's Wharf, to kick off the holiday season. A committee of our employees coordinates this wonderful family-oriented luncheon each year. It provides an opportunity for Port employees to come together to share in the holiday spirit. The festivities will start at 11:30 a.m., which include a delicious lunch menu, holiday music, great gifts and candy for the children. No alcohol will be allowed at this event. Santa Claus will make a special appearance to pass out gifts and take pictures with the kids. He encouraged the Commission to attend and to make a contribution to this delightful holiday event.

6. CONSENT

A. Request for authorization to accept and expend $400,000 in grant funds from the California State Coastal Conservancy for the Downtown Ferry Terminal Public Pier Project. (Resolution No. 01-94)

B. Request for approval of Sublease and Related Documents necessary to accommodate use of the 20% Historic Preservation Tax Credit by Ferry Building Investors, LLC, the Port's tenant under the Ferry Building Ground Lease, dated April 10, 2001. (Resolution No. 01-97)

C. Request for authorization to execute the Memorandum of Modifications No. 4 (Mission Bay South Infrastructure Plan) regarding Rail Access to Pier 80 (Resolution No. 01-98)

The Commission Secretary noted that there were two minor changes to the staff report for Item 6C, specifically the dates on Page 2 and 3.

ACTION: Commissioner Hardeman moved approval as amended; Commissioner Lee seconded the motion. All of the Commissioners were in favor; Resolution No. 01-94, 01-97, 01-98 were approved.

7. OPERATIONS

A. Request for approval of Commendations for Employees selected for Employee Recognition Awards in Calendar Year 2001.

Ms. Karen Clopton, Chief of Operations, presented the item and requested Commission's approval.

- Ellen Abels (Resolution No. 01-87)
- Tom Petersen (Resolution No. 01-88)
- Shawna Anderson (Resolution No. 01-89)
- Louise Anderson (Resolution No. 01-90)
- Denise Martinez (Resolution No. 01-91)
- Derek Freeman (Resolution No. 01-92)

ACTION: Commissioner Hardeman moved approval; Commissioner McCarthy seconded the motion. All of the Commissioners were in favor; Resolution Nos. 01-87 to 01-92 were approved.

8. MARITIME

A. Request for approval to authorize the Executive Director to submit a sub-zone application for Ultramar Inc. to the Foreign-Trade Zones Board. (Resolution No. 01-96)

Mr. Peter Dailey, Director of Maritime, presented the item and requested Commission's approval.

ACTION: Commissioner McCarthy moved approval; Commissioner Hardeman seconded the motion. All of the Commissioners were in favor; Resolution No. 01-96 was approved.

9. PLANNING & DEVELOPMENT

A. Request for approval of Schematic Design Plan for development of Pier 45 Shed C with fish processing facilities, adoption of environmental review and project approval findings, and authorization to apply for, accept and expend funding from the California Technology, Trade and Commerce Agency, and to enter into a funding agreement with the agency, including a provision to hold the State harmless from claims and losses arising out of the project. (Resolution No. 01-95)

Kirk Bennett, Assistant Deputy Director, presented the item and requested Commission's approval.

Tom Meisenbach, team leader, introduced the core members of the Pier 45 Shed C team: John Zoranovich, Kirk Bennett, Michael Nerney, Elliott Riley, Jay Ach, Lawrence Brown, Tim Yoshida and Taline Sanassarian.

John Zoranovich, Engineering, described and showed the Commission the proposed schematic design plan for Pier 45 Shed C.

Commissioner McWilliams inquired if additional capacity is being designed for runoff to the sewage treatment and if it would be sufficient enough to meet the discharge requirements without having to do further EIR or anticipate environmental impacts.

Mr. Bennett replied to the affirmative. The CEQA findings attached to the staff report cover the full scope of the work that the Port anticipates to happen over the next two years. Part of the design work for Shed C would include the sewer from Shed C to Taylor Street. Staff is seeking additional grant funds to fund broader environmental improvements for the apron and for the valley.

In response to Commissioner McWilliams inquiry if the EIR considered impacts that might occur if fish processing went into Shed A, Mr. Bennett replied that it covered four alternatives plus a preferred alternative which include fish processing. Among the uses that it considered were fish processing, retail, conference centers, fishery centers, event use and educational uses. All of these would seem to have more intensive utilization than the fish processing. The EIR determined that all of these full range of uses have many significant impacts on the environment. The EIR should provide a basis for CEQA findings for decisions in the future regarding putting fishing industry uses in Shed A. However, as a caveat, the City Planning Department may want some type of supplement to the EIR if it determines that at some point in the future there is a need to put fish processing in the area because of the passage of time. They did cover a range of impacts greater than what fish industry uses would do. It does not, however, preclude fishing industry uses going into Shed A.

Commissioner Lee asked about the projected income on this project. Mr. Bennett replied that the Port receives income from most of our maritime uses. Staff will be coming back to the Commission with a specific leasing plan for what the rents would be. The current rates at Shed B and D and parking would produce approximately $380,000 per year. There will be about 7 – 8% return. Should the Port receive grant funds, it would increase our return.

Commissioner McCarthy asked if there would be any public access around the area. Mr. Zoranovich replied that public access would not be allowed, only in cases of emergency. The intent is to encourage people to stroll up and down the apron and down the valley.

Commissioner McCarthy asked about the breakwater. Mr. Bennett replied that the breakwater already exists.

Commissioner McCarthy inquired how many processors would the sheds accommodate. Mr. Zoranovich replied that there would be three. Two processors have already expressed interest in the spaces. Mr. Bennett added that one of the focuses

would be on the existing processors on Piers 28/33. Port staff anticipates pre-leasing on this project with those developers. Inquiries from other processors who are not on Port property are also interested in the spaces but the Port will give its current tenants the first opportunity.

ACTION: Commissioner Hardeman moved approval; Commissioner McCarthy seconded the motion. All of the Commissioners were in favor; Resolution No. 01-95 was approved.

B. Request authorization for Port staff to forward comments to the San Francisco Planning Department Staff and Planning Commission on the Central Waterfront Historic Resources Survey Status Report. (Resolution No. 01-99).

Mr. Mark Paez, Planning & Development, presented the item and requested Commission's approval.

Overall the survey is sound and staff believes that this information would serve as a historical context for potential nomination of area resources, whether it be for local, State or federal historic designation. The area wide survey is an important inventory of resources that are possible candidates for further study and possible nomination to the register. The survey is not or intended to be a detailed analysis of each individual resource. The survey provides information that will reduce the scope of additional analysis that would be required for any development at the Pier 70 opportunity and non-profit arts development. Should either of these projects seek federal rehabilitation tax credits, the survey would be helpful to start that process. The survey information along with a thorough analysis of each resources condition, including structural, fire, safety and accessibility conditions will allow the Port to determine the feasibility of their potential re-use and merits of pursuing National Register nominations in the future.

However, Port staff were concerned about two specific areas of the Planning Department's survey. The first is about the assessment of each resources condition. The survey done by the Planning Department staff includes a section that addresses the condition of the resource. This assessment is based on the observation of the resources exterior and is not, in the Port's opinion, a true assessment of condition. In light of this fact, the Port has completed only two comprehensive conditions assessments for 54 of the structures and buildings at Pier 70. Staff felt it is important to highlight it in the survey to make sure the information in the survey forms reflected that the Port does not have an assessment and don't know the conditions of the resources. As a result, Port staff recommended that the conditions assessment in the survey forms be deleted or its limitations be highlighted by adding standard qualification language into the form. Port staff discussed this issue with Planning staff and the Landmarks Board. As a result, they have consulted with their survey advisor in the State Office of Historic Preservation and they recommended that it would be appropriate to delete that information from the survey. On December 13, the Planning Department will recommend that their Commission endorse this project but that information would be deleted from all of the forms and all of the resources in the survey area.

Port staff was also concerned about the Port property known as 651 Illinois Street.

This building is located at the northern end of the Pier 70 Opportunity, near the foot of 18th Street. The Planning Department's research identified it as possibly one of the oldest buildings in the Central Waterfront. However, they have not been able to fully document it. Both staffs have reached agreement that further research on the building's history is needed. In addition, they proposed a rating for this building that indicates it is eligible for the National Register. Port staff disagrees with this assessment of the resources significance because Port staff believes that the building has serious integrity questions surrounding it. It has newer materials on the exterior and the current tenant has done some improvements. Staff, however, has not done an assessment to determine whether its historical characteristics are still present. The Planning Department proposes to recommend to their Commission that this property be left on the survey without a rating and it would be revisited after the endorsement of the survey and there would be further consultation with the Port and allow the Port an opportunity for further research and have discussions on the appropriate eligibility rating for the structure. Port staff believes that the issues raised today should be formally communicated to the Planning Commission for their consideration before they endorse the survey on December 13.

Mr. Paez noted that on the 4th bullet of the Resolved clause, the phrase "either be deleted or" should be inserted after the word should. If the Planning Commission in its consideration of this issue of building a resource condition decides that they might want to leave in the information, it would give them the option of either qualifying the information or deleting it.

Commissioner Lee indicated that two old buildings were designated as landmarks at Pier 70. Sooner or later, all of the old buildings would have to be developed. He asked what would happen to the two buildings once Pier 70 is developed. He wondered if it would be a benefit to the Port or a disadvantage. Mr. Paez replied that it could be an advantage to the Port for many reasons. For instance, the buildings on 20th Street are individually eligible for the National Register. They are not landmarks but they are eligible for federal historic preservation tax credits. In that light, the status that they have already provides opportunities that may not otherwise be there. No properties are being landmark as part of this survey and in the past there have been no landmarks designated at Pier 70.

Commissioner Lee indicated that the old buildings could be torn down and developed. Once it is designated as a landmark, he asked if it could be torn down. If not, the Port will lose a lot of money. Sooner or later, those old buildings have to be developed.

Mr. Paez indicated that from the staff's point of view, the advantage is we have more information earlier and we can test the feasibility of reusing some of the resources. It would not create a commitment to landmark or not.

Commissioner McCarthy asked how this information would be used. Mr. Paez replied that for purposes of environmental review, the information would supplement the studies for the Waterfront Land Use Plan and the EIR for the WLUP.

Commissioner McCarthy asked if there is some notion that we need to go further and find out more information about these buildings and the information would be used.

Mr. Paez replied that it is another step towards finding out what's there. As part of the opportunity area development, we are entering into an area planning exercise that will start to look at these issues, not just for the opportunity area but for the larger Pier 70. This information would contribute to that.

Diane Oshima added that this survey would be helpful because it provides the broad overview information about the resources we need to pay attention to and what's the first basic level of understanding about them. Because there are so many, we don't have specific proposals that affect either the site they sit on or the particular uses that we would like to develop. We consider it to be an important base database. The Planning Department would be able to access this database whenever they are doing a larger area wide planning to understand what the historic and cultural fabric is in this particular part. In the Pier 70 opportunity area, when we get to a point of having a specific development proposal and specific site plan associated with it, we can figure out which buildings are implicated by that proposal. Is there a possibility to reuse those buildings and renovate them to accommodate the use. We would have to go through the environmental process which would take this database, piggyback upon it additional information whether the development proposal would contemplate saving the building or demolishing it and the impacts associated with it. Ultimately, it would be presented back to the Commission for its consideration prior to deciding whether you like the development program with its historic resource component to it in the manner it is proposed or make any changes. It is one step in a process to understand what the ramifications are and also satisfy all of the regulatory and environmental review requirements that go along with the Pier 70 area. This is an opportunity to get better information without having to go out to a new consultant contract and gives us some head start information that we would have to do, cost us money and would have taken more time.

Commissioner Brandon asked for the clarification of the amendment on the resolution. Mr. Paez replied that in the 4th bullet of the Resolved clause, the phrase "either be deleted or" should be inserted after the word should.

ACTION: Commissioner McCarthy moved approval; Commissioner Hardeman seconded the motion. Four of the Commissioners were in favor; Commissioner Lee cast the dissenting the vote. Resolution No. 01-99 was approved.

10. NEW BUSINESS/PUBLIC COMMENT

Commissioner McWilliams read for the record the following resolution for consideration and discussion at the next Port Commission meeting.

"WHEREAS:
The San Francisco waterfront has, from its earliest days, been the workplace for large numbers of San Franciscans; and

The work performed on the waterfront has included both unskilled labor and numerous skilled crafts and trades; and

The nature of that work has changed many times and is currently changing dramatically; and

The cultural memory of that work is in danger of disappearing; and

A comprehensive history of that work, and of the workers who performed it is crucial to the continued public understanding of the waterfront as the place and its functions evolve; and

Public understanding of the waterfront in all its aspects is critical to the stewardship of the Port of San Francisco by this Commission; and

No suitable comprehensive History of Labor, Work and Workers on the San Francisco Waterfront is currently available; therefore

The Port Commission hereby directs Port staff to negotiate a contract for the services of research, writing, and publication of a comprehensive History of Labor, Work and Workers on the San Francisco Waterfront; and

The Port Commission directs Port staff that the provider of these services shall have demonstrated familiarity with the History of Labor and Work on the San Francisco Waterfront, and shall have demonstrated experience with the research, writing and publication of the history of labor and work."

Commissioner Brandon indicated there are a few details that have been left out such as the cost and how the contract will be bid. She directed the Executive Director to work with Commissioner McWilliams to come up with a resolution that the Commission can vote on.

Commissioner Lee indicated that he received a letter from the Department of Public Work's executive director requesting for $50,000 to help reconnect Chinatown and North Beach with the Embarcadero through the creation of an identifiable and functional Broadway streetscape. He requested that the Port's Executive Director work with DPW's executive director to come up with a formal proposal.

Commissioner Brandon indicated that she will pass DPW's request onto the Executive Director. Once DPW has completed their planning studies, comes up with their budget and what they would need our contribution for, Mr. Wong can work with DPW.

11. EXECUTIVE SESSION

A. Vote on whether to hold closed session to confer with Legal Counsel and Real Property Negotiator.

ACTION: Commissioner Hardeman moved approval; Commissioner McCarthy seconded the motion. All of the Commissioners were in favor.

At 6:02 p.m. the Commission withdrew to executive session to discuss the following:

B. CLOSED SESSION

(1) CONFERENCE WITH LEGAL COUNSEL REGARDING EXISTING LITIGATION MATTERS (DISCUSSION ITEMS):

a. Discuss existing litigation matters pursuant to subdivisions (a) and (d) of the California Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d) (2 cases).

- As Defendant: CIC Associates, Inc. v. N. John Douglas; Information Network Radio, Inc.; San Francisco Port Commission, et al., S.F. Superior Court Case No. 317532. Action filed December 19, 2000.
- As Defendant: F. Alioto Company, Inc. et al. v. City and County of San Francisco, et al., San Francisco Superior Court Case No. 318360. Action filed January 25, 2001.

(2) CONFERENCE WITH LEGAL COUNSEL REGARDING ANTICIPATED LITIGATION MATTER (DISCUSSION ITEM):

One Case: On January 13, 2001, the Port sold its drydock facility, known as Drydock #1, to a purchaser. Subsequent to the sale, the purchaser filed a claim, alleging that the Port failed to disclose material facts concerning the drydock, and claiming damages in excess of $191,000. The Port has denied the claim, and has agreed to submit the matter to non-binding mediation.

(3) CONFERENCE WITH REAL PROPERTY NEGOTIATOR – This is specifically authorized under California Government Code Section 54956.8.
This session is closed to any non-City/Port representative. *

a. Property: Pier 7
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Waterfront Restaurant: Al Falchi
THIS ITEM WAS TAKEN OFF THE CALENDAR.

b. Property: Pier 27 Administration Building
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Flying Dutchman Inc.: James Vierling

c. Property: Pier 27 Administration Building
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*You & Leisure Travel: Carlos Afre

d. Property: Pier 27
Person Negotiating: Port: Theresa Picon, Director of Real Estate
*Mayor's Office of Economic Development: Ken Harrington

e. Property: Rincon Park
Person Negotiating: Port: Alex Lee, Director of Engineering/Maintenance
*San Francisco Redevelopment Agency: Amy Neches

f. Property: Bryant Street Pier
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*San Francisco Cruise Terminal LLC: Glen Elkington

g. Property: Pier 27-31
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*The Mills Corporation: Steven J. Jacobsen

h. Property: The Ferry Building
Person Negotiating: Port: Byron Rhett, Director of Planning & Development
*Ferry Building Investors, LLC: Terry Reagan

12. RECONVENE IN OPEN SESSION

At 9:13 p.m., the Commission withdrew from executive session and reconvened in open session.

ACTION: Commissioner Hardeman moved approval to not disclose any information discussed in executive session; Commissioner McCarthy seconded the motion. All of the Commissioners were in favor.

13. ADJOURNMENT

The meeting was adjourned at 9:13 p.m.